

EXHIBIT "1"

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF NEW YORK

COMPASS-CHARLOTTE 1031, LLC

Plaintiff,

- against -

Case No. 24-cv-55 (MAD/DJS)

PRIME CAPITAL VENTURES, LLC, BERONE
CAPITAL FUND, LP, BERONE CAPITAL
PARTNER, LLC, BERONE CAPITAL LLC,
BERONE CAPITAL EQUITY FUND I, LP,
405 MOTORSPORTS LLC F/K/A BERONE
CAPITAL EQUITY PARTNERS, LLC,

Defendants.

FOURTH REPORT OF PERMANENT RECEIVER

Respectfully submitted,

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TABLE OF CONTENTS

	Page
1. INVESTIGATIVE ACTIVITIES.....	1
a. Forensic Accounting.....	1
b. Prime Capital's Accounts.....	2
c. Berone's Accounts.....	2
d. Investigation as to Prime.....	3
e. Investigation – Berone.....	4
f. Relationship Between Prime and Berone.....	5
2. LITIGATION ACTIVITIES.....	7
a. ER Tennessee.....	7
b. Caruso.....	7
c. 135 Railroad.....	8
d. Reign.....	8
e. B and R Acquisition Partners, LLC, et al.....	9
f. Onward.....	9
g. Camshaft.....	9
h. 1800 Park Avenue.....	10
3. STATUS OF ASSETS OVER WHICH THE RECEIVER HAS CONTROL.....	10
a. Real Estate.....	10
b. Investment Assets.....	10
c. Vehicles.....	11
d. Watch.....	11
e. Bank Accounts.....	11
f. Loan Receivables.....	11
4. STATUS OF ISSUES REMAINING IN PRIME INVOLUNTARY.....	12
5. STATUS OF ROGLIERI CHAPTER 11.....	13
6. GENERAL COMMUNICATIONS FROM VICTIMS.....	15
7. ACCOUNTING TO COURT.....	15

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FOURTH REPORT OF PERMANENT RECEIVER

To: Hon. Mae D'Agostino, United States District Court Judge

In order to keep the Court and parties advised on matters since his Third Report, Paul A. Levine, Esq., Permanent Receiver (the "Receiver") for Defendants Prime Capital Ventures LLC ("Prime") Berone Capital Fund, LP, Berone Capital Partner, LLC, Berone Capital LL C, Berone Capital Equity Fund I, LP and 405 Motorsports LLC f/k/a Berone Capital Equity Partners, LLC (collectively "Berone") (Prime and Berone are collectively the "Defendants") respectfully submits his Fourth Report to the Court as follows.

1. INVESTIGATIVE ACTIVITIES

a. **Forensic Accounting**

The Receiver has retained BST & Co. CPAs, LLC ("BST") to conduct a forensic accounting analysis of Prime's and Berone's bank accounts. BST has reviewed substantial banking records, has conferred several times with the Receiver and has rendered several reports

as to the various accounts which detail, to the extent information is available from the banking records themselves, the sources of deposits into the accounts and disbursements from the accounts. A summary memo with attached schedules from BST to the Receiver is attached hereto as Exhibit "A¹." Highlights include:

b. Prime Capital's Accounts

- Wire transfer information from Farmers Bank showed that approximately \$99,340,492 in ICA deposits were initially identified wherein approximately \$24,307,178 was returned to third-party borrowers.
- An examination of KeyBank and Citibank accounts showed a total of approximately \$83,662,632 in potential additional ICA deposits were identified wherein approximately \$33,328,750 was returned to the third-party borrowers.
- Potential personal expenditures from a KeyBank account totaled \$3,469,172.88.
- Potential personal expenditures from a Citibank account totaled \$15,542,761.47.
- With respect to Prime's Citibank account a total of \$143,608,453.02 was deposited and \$142,857,067.81 was withdrawn over the time period September 2022 to January 2023.

As is apparent, tens upon tens of millions of dollars were transferred by Prime to numerous third parties.

c. Berone's Accounts

- BST identified a transfer in of \$20,000,000 from Signature Bank account x3581 on October 26, 2022.
- BST also identified a \$20,000,000 transfer made on October 24, 2022 from Berone Capital Fund LP to Signature Bank account x3581 (unknown bank account).
- A total of \$21,000,000 went to unknown Signature bank accounts.
- \$6,000,000 was transferred to a "M Caro Esq IOLTA" account on October 27, 2022.
- \$11,800,000 was transferred to a "M Caro Esq IOLTA" account on October 27, 2022.
- Personal expenditures of approximately \$944,909 were identified.

¹ In places, the report references the Receiver having subpoenaed records. That was the Receiver's intent as expressed to BST but, as explained below, the Receiver is presently constrained from doing so pending the Second Circuit's decision on Prime's appeal.

d. Investigation as to Prime

It had been the Receiver's intent upon receiving BST's work, to begin serving a rolling series of subpoenas on parties receiving the substantial monies identified through BST's work. The Receiver considers serving such subpoenas critical to identifying possible sources of recovery of funds in this case. By text order entered April 15, 2024 (Doc. No. 170), in response to the Receiver's inquiry, the Court clarified that at the present time, and until the Second Circuit decides Prime's appeal of the January 24, 2024 Memorandum-Decision and Order, no discovery is to take place other than in the arbitration between Prime and Compass-Charlotte 1031, LLC. At such time as the Second Circuit decides the appeal, and assuming that decision keeps the Receiver in place, the Receiver will resume his work in this regard.

With regard to Signature Bank, the parties have all signed a Confidentiality Stipulation that has been so ordered by the Court with respect to the FDIC producing bank statements from Signature Bank which had become insolvent and certain of its records are in the custody of the FDIC. The Receiver's counsel is working with FDIC counsel to obtain production of those records but has been informed that the FDIC requires a subpoena to produce records which, as explained above, the Receiver is prevented from issuing at this time.

The Receiver has also been in contact with the Barclay Damon LLP² law firm which served as Prime's counsel and, according to Mr. Roglieri, conducted the "soft closings" prior to funding. The Receiver was advised that the law firm would produce records if issued a subpoena. Again, the Receiver is constrained from doing so presently.

² Sheppard Mullin, the law firm that did the "hard closings" for Prime, when loans were funded, voluntarily produced information and documents to the Receiver.

e. **Investigation - Berone**

As to Berone, and in direct response to the Court's inquiry on page 41 of its March 19, 2024 Memorandum-Decision and Order (Doc. 160), the Receiver has not yet obtained any evidence that Berone came into possession of Plaintiff's ICA deposit. It is unlikely that the Signature Bank records will provide information in this regard inasmuch as Signature Bank was closed and came under FDIC control on March 12, 2023³ and Plaintiff's complaint states that it did not pay its ICA deposit until April 27, 2023 (Doc. 1 ¶130).

As part of his investigation, the Receiver sent a letter on March 25th to Berone's counsel requesting information. Exhibit "B." That letter was responded to on April 12th with an attached summary of information provided by Berone. Exhibit "C."

The Receiver has reviewed the responses and the documents provided. Of concern to the Receiver are the following:

- In response to Receiver request no. 3 for internal financial records such as profit and loss statements, check registers, income and expense statements and balance sheets, Berone fell back on the explanation that the Receivership has allegedly terminated its access to financial records. That Berone would not have access, on its own computers, to any internal bookkeeping and other records does not seem credible.
- In response to Receiver request no. 9, Berone identified certain of its clients with current concerns regarding their accounts. Two emails to Berone in this regard were provided to the Receiver and information was provided as to 4 or 5 other

³ <https://www.fdic.gov/resources/resolutions/bank-failures/failed-bank-list/signature-ny.html>

clients. As he has previously stated, the Receiver is prepared to work with Berone's counsel to assist any clients as he may be able. To date, none have contacted the Receiver.

f. **Relationship Between Prime and Berone**

The Receiver's counsel has further reviewed the various agreements by and between Berone and Prime and finds that Berone and Prime did, in fact, have an investment relationship pursuant to the following:

- A Limited Partnership Agreement dated November 23, 2021.
- A Subscription Agreement dated October 7, 2022 pursuant to which Prime was to pay \$20,000,000 for a limited partnership interest in Berone Capital Fund LP (DE) with a two year lock-up period. Given that Prime presumably derived the monies from ICA deposits and would need access to monies to refund ICA deposits or make loans, the lock-up period seems unusual.
- An Investment Advisory Agreement dated June 7, 2023 pursuant to which Berone was the advisor and Prime was the client. This agreement also had a two year lock-up period.

The Receiver has also reviewed the alleged Joint Venture Agreement dated August 16, 2022 which Berone asserts is a forgery and Prime asserts is genuine. See Doc. 1-25. In the Receiver's opinion the authenticity of that agreement is suspect. Unlike the other agreements cited above, it does not have wet ink signatures. Rather it has what appear to be facsimile signatures and not of the type that services such as DocuSign generate. The term of the agreement is "perpetual" which seems unusual for any business agreement. While it has a notice provision typical to most contracts, it does not have attorneys listed as notice parties. As compared to the other agreements between Prime and Berone listed above, which are

comprehensive and with wet ink signatures, it seems odd that the parties would enter into the alleged Joint Venture Agreement in the midst of their other agreements. For example, how would the Joint Venture Agreement integrate with the other agreements, if at all? And, it seems unusual for an investment advisor to also become a business partner with a client.

As to the alleged RBC statement which according to Prime was presented to it by Berone showing that \$52,364,000 was on deposit at RBC (Doc. 13-13), the statement is suspect on its face for at least the following reasons:

- It states it is “Page 1 of 1.” Statements that the Receiver obtained from RBC have more than one page, usually several pages.
- It has Prime’s Albany address rather than, as other RBC statements for Berone do, Berone’s Georgia address.
- It is missing the words “Please see ‘About your Statement’ on page 2 for further information;” the statements that the Receiver obtained directly from RBC have these words printed on them.
- It adds the words “if you have any questions, please reach out to your financial advisor.”

Compare Exhibits “D” and “E” hereto (which the Receiver has marked to show the differences). As to who is responsible for the false account statement and the dispute over whether the Joint Venture Agreement is genuine, Prime and Berone have accused each other of fraud and the Receiver defers to the Court for the ultimate determination of such matters in either this case or any criminal case that may follow.

2. LITIGATION ACTIVITIES

a. **ER Tennessee**

ER Tennessee LLC (“ER”) commenced an action against Prime and Berone Capital LLC in New York State Supreme Court, New York County (Index No. 650231/2024). ER alleges fraud and other causes of action against Prime and Berone relating to a deposit in the amount of \$5,000,000 ER made in connection with a proposed loan from Prime. The loan was not made, and the deposit was not returned. The Receiver first had to respond to a motion by ER for the appointment of a Receiver. The Motion was denied. Supreme Court delayed further proceedings in the case pending this Court’s decision on whether Kris Roglieri’s Chapter 11 bankruptcy filing stayed cases against Prime. Since the Court’s March 19, 2023 Memorandum-Decision and Order on that, and many other issues, a deadline to answer or move with respect to the ER lawsuit was established. Berone, through its counsel, had already answered the lawsuit. Prime through the Hogan firm moved to dismiss the complaint. The Receiver submitted an answer for both Prime and Berone. Supreme Court conferred the case and directed briefing on the authority and ability of Prime and Berone to litigate the case separate and apart from the Receiver. The parties timely submitted their memorandums and declarations to Supreme Court. Just today (April 18th) Supreme Court struck Hogan’s motion and directed the Receiver to amend his answer to clarify that the Receiver is answering on behalf of Prime. Supreme Court also deferred to the Receiver’s discretion in allowing Berone’s counsel to defend the case for Berone. Supreme Court has also imposed a scheduling order.

b. **Caruso**

Caruso Home Builders, LLC and Sage Estates Malta, LLC (“Caruso”) commenced an action in New York Court, Saratoga County (Index No. EF2024312) against Prime alleging

breach of a loan agreement. Caruso paid Prime \$2,600,000 and received \$5,000,000 in partial loan proceeds with regard to its construction project in Saratoga County. Caruso, unlike most victims in this case, was a “net winner” having received more in loan proceeds than it paid – a net of approximately \$2,400,000.

While the Receiver prepared and is ready to serve an answer and counterclaims in the case, just before the answer was to be served, the parties agreed to extend the time to answer in order to focus efforts on resolution rather than on litigation. Very recently, in response to the Receiver’s requests, Caruso’s counsel has supplied information to the Receiver and a settlement proposal. The Receiver is reviewing the information and anticipates continuing discussions with Caruso’s counsel. The Receiver anticipates resolving the case with monies being paid to the Receiver in exchange for a release of liens.

c. 135 Railroad

135 Railroad, LLC entered into a loan transaction pursuant to which it paid to Prime \$400,000 as a loan deposit and received \$400,000 in loan proceeds. The Receiver was contacted by 135 Railroad, LLC’s principal and has spoken with him at least twice since this case was commenced. The principal represented that 135 Railroad LLC’s project was his last project involving the redevelopment of a property in a small town in Texas and that it represented, once developed and sold, he and his wife’s retirement. The borrower retained counsel who commenced an action in Texas to void Prime’s liens and for damages under various Texas state law causes of action. Counsel and the Receiver have been in contact with regard to a resolution of the case and the Receiver anticipates reaching an agreement in the near future.

d. Reign

Prime commenced litigation against Reign in the U.S. District Court, NDNY (23-CV-00207). This is the case that involves Martin Karo, Esq. and Berone having sent a total of

\$11,000,000 to Mr. Karo's IOLTA accounts at JP Morgan Chase. Reign's counsel in the case, Boies Schiller Flexner LLP withdrew pursuant to court order after the Receiver had requested information about the monies. Earlier this month, new counsel for Reign entered an appearance in the case and the Receiver has reached out to this new counsel to informally, given the current stay on discovery, to renew his requests for information. Further, in light of the Court's text order on discovery, the Receiver is ready to immediately serve subpoenas on Mr. Karo's bank to learn more about the disposition of the monies Berone sent to Mr. Karo as soon as the Second Circuit decides Prime's appeal; of course assuming the Receiver is still in place.

e. B and R Acquisition Partners LLC et al.

In this arbitration, B and R Acquisition Partners LLC was granted an award of \$4,300,000.00. That award was converted to a judgment by New York State Supreme Court, Albany County on February 8, 2024. That judgment has been domesticated in Virginia Beach Circuit Court, Virginia.

f. Onward

Onward sued Prime and Mr. Roglieri in U.S. District Court, District of Utah and, due to Prime's involuntary bankruptcy, was awarded a default judgment against Mr. Roglieri only but he filed his personal bankruptcy case prior to any enforcement action on that judgment being taken.

g. Camshaft

In this case Camshaft CRE 1 LLC is suing Prime in state court in Florida, for nearly identical misconduct as alleged in this case for the return of a \$12.4 million ICA deposit.

Camshaft CRE 1 LLC obtained new counsel in place of the Hogan firm in the Florida case in early March and since that time, no further activity has occurred in the case.⁴

h. 1800 Park Avenue

1800 Park Avenue LLC commenced an adversary proceeding in Mr. Roglieri's personal Chapter 11 case objecting to his discharge and also seeking recovery of its \$5,000,000 from him along with Prime and Prime Commercial Lending LLC and other individual defendants. The answer in that case is due on May 6, 2024.

3. STATUS OF ASSETS OVER WHICH THE RECEIVER HAS CONTROL

a. Real Estate

As previously reported the Receivership estate includes a valuable luxury beach house in Virginia Beach, Virginia that was purchased, for cash, by Prime in January 2023 for \$3,750,000. The Receiver's law firm had to advance funds to pay the insurance premium due on the house but has since been reimbursed. The Receiver has received a serious inquiry for the sale of the house. However, due to the Court's prohibition on filing substantive motions pending the Second Circuit appeal the Receiver is not presently moving forward in this regard.

b. Investment assets

In its response to the Receiver's March 25, 2023 inquiry, Berone provided additional information as to its investments and the Receiver is reviewing that information, but they appear to be, as previously reported, presently illiquid.

⁴ Of note is that the Hogan firm has entered an appearance in a bankruptcy appeal as co-counsel on behalf of certain other Camshaft entities in the United States District Court for the District of Delaware (In re BYJU's Alpha, Inc.) (District Court Case No. 24-358, Doc. 4). The appeal is from an order finding contempt against a Camshaft officer.

c. Vehicles

The FBI has seized the numerous vehicles which the Receiver had targeted in his third party action thereby preventing the Receiver from taking any meaningful action in this regard.

d. Watch

For the same reasons expressed above with regard to the house, the Receiver is holding off taking any action with regard to the Richard Mille Skull Watch which Mr. Roglieri caused Prime to purchase for \$2,275,000 and which remains in the Receiver's possession secured in a safe deposit box at a local bank.

e. Bank accounts

The funds in the Receiver's possession are reported below and in attached financial reports. The only bank accounts not yet closed are at KeyBank which holds a small amount (less than \$2,000 and which the Receiver is working with KeyBank to transfer) and Citibank which holds \$751,385.21. While Citibank has frozen the account it has previously stated it will not turn over the funds pending resolution of the stay motion by this Court. The Receiver has inquired as to whether this position still applies given this Court's denial of a stay and in light of the pending motion for a stay pending appeal in the 2nd Circuit.

f. Loan Receivables

Contrary to what Mr. Roglieri has represented to the public and the Receiver, based on information obtained from the Shepard Mullins law firm, the firm that Mr. Roglieri stated did the "hard closing" when loans were funded, it appears that Prime closed and fully funded at most 4 or 5 loans. Fully funded current loan receivables appear to be:

SRA-CH Richland LLC - \$17,366,250

Brightsmith Tulsa LLP - \$7,875,000

Hudson & Hudson, LLC - \$5,250,000

The Receiver has provided written notice to each borrower of the Receiver's appointment and that all loan repayments must be sent to the Receiver.

In addition, the Receiver is investigating a loan made to Indigo Pharmaceutical LLC which was supposed to be funded in the amount of \$20,000,000. The Receiver's attorney is in contact with Indigo's counsel to verify the amount actually funded. To be clear, Indigo claims damages as a result of an alleged partial funding and, for this reason, the loan is not included on the balance sheet of assets described below and attached hereto.

4. STATUS OF ISSUES REMAINING IN PRIME INVOLUNTARY

As the Court is aware, Prime's involuntary bankruptcy case (23-11302 NDNY) was dismissed with the Court retaining jurisdiction over the disposition of \$5,000,000 paid by 1800 Park Avenue LLC that was misappropriated by Prime and Mr. Roglieri, as well as Prime's motion under Bankruptcy Code §303(g) for the posting of a bond to secure any alleged damages suffered by Prime as a result of the involuntary filing. Given the remoteness of Prime prevailing in showing that it is something more than a fraudulent Ponzi or other scheme, and to save the expense of Prime litigating such issues through the Hogan Lovells firm, in the exercise of his discretion the Receiver notified the Bankruptcy Court that he wished to withdraw the motion. In light of the pending appeal to the Second Circuit, the Bankruptcy Court instead adjourned the motion pending a decision by the Circuit.

Assuming the Receiver is in place following a decision from the Second Circuit, the Receiver intends to seek recovery of the \$925,000 in retainer monies to two different law firms relating to the Prime bankruptcy case which were derived from monies the Receiver contends were fraudulently conveyed by Prime to its affiliates.

In Prime's bankruptcy case, Hogan filed a Rule 2016 statement which disclosed the following:

On December 29, 2023, Hogan Lovells received a retainer payment in the amount of \$400,000.00 from Prime Commercial Lending LLC. That retainer is being held in a trust account pending resolution of a dispute over ownership of the funds. On January 16, 2024, Hogan Lovells received \$200,000.00 from Commercial Capital Training Group and \$200,000.00 from National Alliance of Commercial Loan Brokers. On January 30, 2024, Hogan Lovells received another retainer payment in the amount of \$50,000.00 from Commercial Capital Training Group.

Prime Commercial Lending LLC, Commercial Capital Training Group and the National Alliance of Commercial Loan Brokers are all defendants in the Receiver's Third-Party Action in which he has asserted fraudulent conveyance claims.

Similarly, Prime's first attorneys in the involuntary bankruptcy case, Cullen and Dykman LLP filed a Rule 2016 disclosure stating that it received a total of \$75,000 from Prime Commercial Lending LLC.

5. STATUS OF ROGLIERI CHAPTER 11

As the Court is aware, on February 15, 2024, Mr. Roglieri filed a personal bankruptcy case under Subchapter V of Chapter 11 in the United States Bankruptcy Court for the Northern District of New York (Case No. 24-10157). The Receiver has been actively engaged in the case including receiving and reviewing the initial bare bones petition that was filed, the schedules and statement of financial affairs and other documents that were filed to complete the debtor's initial case filings.

An issue of concern arose over the source of Mr. Roglieri's bankruptcy attorneys \$100,000 retainer that was paid in connection with the case. Creditor 1800 Park Avenue LLC, the Receiver and the U.S. Trustee all raised concerns that the monies paid to the attorneys was improperly diverted from 1800 Park Avenue LLC's deposit paid in connection with a Prime loan

transaction. The attorneys quickly recognized the issue and agreed to disgorge the entire retainer. It was agreed, and the ordered by the Bankruptcy Court, that the retainer would be disgorged and the funds would be remitted to the Receiver to be held pending further order of this Court. The monies have in fact been paid over to the Receiver and they are being held in a segregated interest-bearing account at M&T Bank. A similar issue has arisen with respect to Mr. Roglieri's application to retain the Dreyer Boyajian law firm as special criminal defense counsel and the source of its \$100,000 retainer.

Other notable events in the case include:

- The meeting of creditors took place over two days, first via teleconference and then a second day of in person testimony.
- At the first meeting of creditors, Mr. Roglieri was very firm that it was he, and he alone, that had access to Prime's bank accounts.
- At the second meeting of creditors, Mr. Roglieri was unable to testify to any business purpose for the millions of dollars that were transferred from Prime to his affiliated companies that are named in the Receiver's Third-Party Complaint.
- And, just this week, Mr. Roglieri filed Periodic Reports (official bankruptcy form 426) for Prime Commercial Lending, LLC, Commercial Capital Training Group, LLC, Digital Marketing Training Group, LLC, Prime Capital Ventures, LLC, National Alliance of Commercial Loan Brokers, LLC, Shark Ventures, LLC and FUPME, LLC; entities of which he is the sole member. With the single exception of Prime Capital Ventures, LLC, each Periodic Report states that the entity in question "did not maintain formal financial records such as (1) balance sheets (2)

statement of income (loss), or (3) statement of cash flows or that “no financial information is available for this entity” or “no financial information exists.” This admitted complete lack of financial information by these affiliated entities provides strong support for the Receiver’s claims against them.

The Receiver believes that these factors would support his claim to recover retainers paid to Prime’s bankruptcy attorneys that, in the Receiver’s view, derived from fraudulent conveyance claims by Prime to its affiliates.

Creditor 1800 Park Avenue LLC has filed an adversary proceeding objecting to both dischargeability under Bankruptcy Code §523 as to Mr. Roglieri and other relief as to Prime and other parties relating to the misappropriation of its \$5,000,000 ICA deposit.

The Receiver intends to file an adversary proceeding objecting to both dischargeability under Bankruptcy Code §523 and to discharge under Bankruptcy Code §727. The Receiver will also be filing a proof of claim in the case on behalf of Prime.

6. GENERAL COMMUNICATIONS FROM VICTIMS

The Receiver continues to be contacted from victims of Prime’s fraud; including those that have contacted him in the past and new parties seeking information.

7. ACCOUNTING TO THE COURT

All funds received by the Receiver are on deposit, at interest, at M&T Bank.

Because of the sophisticated nature of the accounting required, the Receiver directed BST to assist the Receiver with his accountings. Attached hereto for the Receivership estate are the following reports which have been prepared by BST:

- Prime Balance Sheet February 29, 2024. Exhibit “F.”⁵
- Prime Balance Sheet March 31, 2024. Exhibit “G.”⁶
- Prime Profit and Loss February 29, 2024. Exhibit “H.”
- Prime Profit and Loss March 31, 2024. Exhibit “I.”
- Prime Transaction Detail February, 2024. Exhibit “J.”
- Prime Transaction Detail March, 2024. Exhibit “K.”
- Berone Balance Sheet February 29, 2024. Exhibit “L.”⁷
- Berone Balance Sheet March 31, 2024. Exhibit “M.”
- Berone Profit and Loss February 29, 2024. Exhibit “N.”
- Berone Profit and Loss March 31, 2024. Exhibit “O.”
- Berone Transaction Detail February, 2024. Exhibit “P.”
- Berone Transaction Detail March, 2024. Exhibit “Q.”

As the attached reports reflect, as of the date of this report the Receiver has paid his professionals and himself for services rendered through the end of February, 2024.

- BST billed and was paid \$9,833.75 at hourly rates ranging from \$115 to \$400.
- The Receiver’s law firm Lemery Greisler LLC billed and was paid \$105,063.80 for 275.7 hours worked in January and February at an hourly rate of \$381.08 which, at the Receiver’s direction, reflects a 10% courtesy discount from their standard rates.

⁵ It was not until February that the Receiver was able to transfer funds. The balance sheet notes a loan receivable for 135 Railroad in the amount of \$2,100,000. As noted above, the Receiver has since determined that the loan was not fully funded and is of no value to the Receivership estate.

⁶ Same note as above.

⁷ The Berone balance sheets do not reflect investments as they are illiquid and the Receiver is not presently able to put a fair value on them.

- The Receiver has been compensated (the money has gone to his law firm) in the amount of \$60,907.45 for 150.7 hours worked at an hourly rate of \$450.00. This payment also reflects a courtesy discount of 10%.
- In addition, Lemery Greisler LLC was reimbursed a total of \$11,870.88 for necessary expenses such as advancing the insurance premium due on the Virginia Beach house, services of local Virginia counsel for preparing and filing a notice of pendency against the house, service of process, overnight delivery service, business entity reports from Montana, title search fees, court filing fees and investigation services relating to the vehicles.
- Additional professional services for BST's work, Lemery Greisler LLC and the Receiver continue to be incurred and will be paid in the ordinary course. BST's work on the forensic accounting and reporting will be reflected in a larger bill for March. Lemery Greisler LLC's and the Receiver's billings for March, as a result of Mr. Roglieri's bankruptcy case and the resulting more than a month long pause of certain matters, is significantly less than that billed for January and February.

As he has noted in prior reporting, and as is evidenced by:

- the extensive docket in this case and very aggressive litigation posture of Prime through the Hogan firm;
- the extensive docket in Mr. Roglieri's personal bankruptcy case;
- the ongoing docket in the dismissed Prime involuntary bankruptcy case;

- the state court litigations;
- the regular interaction requested by victims of Prime's fraud and their attorneys;
- the Receiver's ongoing work with BST on forensic matters, the Receiver's diligence in opening accounts and, with BST's assistance, in providing detailed accounting of funds and assets for the Court;
- the work identifying and contacting the few borrowers with fully funded loans to secure Prime's rights to repayment;
- the extensive investigation that went into identifying and, through the third party action, attempting to secure vehicles and other valuable assets;
- several court appearances in this Court and bankruptcy court;
- attendance at two meetings of creditors in Mr. Roglieri's personal Chapter 11 case; and
- receiving and reviewing the enormous amount of information involved in this case

hardly a day goes by (and this includes all weekends since the case was commenced) without the Receiver having to devote significant attention to his duties.

Pursuant to Bankruptcy Court order, the Receiver also paid the Interim Trustee Christian Dribusch, Esq. who served in Prime's involuntary bankruptcy case. The total fee paid was \$39,591.38 for fees and expenses. Both the fee and expense awards and that the Receiver paid were without objection by Prime, the United States Trustee or the petitioning creditors in that case and approved by the Bankruptcy Court. The order providing for the payment reserved the Receiver's right to seek reimbursement for that expense should the Bankruptcy Court award damages, costs and attorney's fees against the petitioning creditors under Bankruptcy Code §303(i).

WHEREFORE it is respectfully requested that the Court consider this Fourth Report and grant such other and further relief as is just, necessary and proper.

Dated: April 18, 2024

Respectfully submitted,

/s/Paul A. Levine

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EXHIBIT "A"

MEMORANDUM

Date: April 15, 2024
To: Paul A. Levine, Esq, as Receiver for Prime Capital Ventures, LLC
From: BST & Co. CPAs, LLP
Re: Compass-Charlotte 1031, LLC v. Prime Capital Ventures, LLC., et al.

Scope

BST & Co. CPAs, LLP ("BST") was retained to provide forensic accounting services as it relates to assessing potential claims with respect to the Defendants at issue in the litigation matter referenced above. Specifically, BST was retained to perform a forensic accounting tracing interest credit account ("ICA") deposits and disbursements from various bank accounts for the following entities: Prime Capital Ventures, LLC, Berone Capital Fund, LP, Berone Capital Partners LLC, Berone Capital LLC, Berone Capital Equity Fund I, LP and 405 Motor Sports LLC. Additionally, as part of the third-party complaint, BST was asked to perform a forensic accounting of the deposits and disbursements from various bank accounts for the following Third-Party Defendant entities: Kris D. Roglieri, Tina M. Roglieri, Prime Commercial Lending, LLC and Commercial Capital Training Group.¹

BST Procedures

The procedures we performed in arriving at our conclusions were as follows:

1. Analyzed bank statements, wire transfer information, deposit information in order to identify and trace ICA deposits from various entities and individuals;
2. Traced funds to and from related entities;
3. Researched individuals, vendors and/or entities for additional information identified from bank statement transactions;
4. Located additional potential ICA deposits;
5. Reviewed and analyzed banks statements to identify unknown bank accounts;
6. Reviewed bank statements to quantify potential large personal expenditures.

¹ Kimberly A. Humphrey, a/k/a Kimmy Humphrey, The Finance Marketing Group, National Alliance of Commercial Loan Brokers LLC and FUPME, LLC are also Defendants in the third-party complaint. Should we receive banking information for these entities, we may be asked to perform a forensic accounting for these bank accounts.

FINDINGS

ICA Deposits Identified

We reviewed the Verified Third-Party Complaint and Prime Capital Ventures, LLC ("PCV") wire transfer information from Farmers Bank to ascertain the total number of ICA deposits to date and determine how much was paid back to the third-party borrowers. **See Schedule 1.** A total of approximately \$99,340,492 in ICA deposits were initially identified wherein approximately \$24,307,178 was returned to third-party borrowers.

Subsequently, we reviewed and analyzed the PCV KeyBank account x2233 and the PCV Citibank account x6945 to ascertain potential additional ICA deposits and payments made to and from the various Defendant entities. **See Schedule 2.** A total of approximately \$83,662,632 in potential additional ICA deposits were identified wherein approximately \$33,328,750 was returned to the third-party borrowers²

PCV KeyBank Account x2233

We reviewed and analyzed the PCV KeyBank statements for account x2233 for the period March 1, 2022, through December 31, 2023. Findings for this account are as follows (See **Schedule 4** for a complete summary):

Internal Transfers

The internal transfers to (credit) and from (debit) the PCV Keybank account x2233 are as follows:

TRANSACTION DESCRIPTION	TOTAL DEBIT	TOTAL CREDIT
BERONE CAPITAL FUND LP ³		1,865,000.00
TINA AND KRIS ROGLIERI x5837 ⁴	25,100.00	
TINA AND KRIS ROGLIERI x2848 ⁵	6,502,683.93	750,000.00
PRIME COMMERCIAL LENDING x4465 ⁶	5,511,415.00	9,500.00
COMMERCIAL CAPITAL TRAINING x4541 ⁷	5,087,625.70	288,000.00
PRIME CAPITAL VENTURES x0095 ⁸		4,300,000.00
PRIME CAPITAL VENTURES x6945 ⁹	4,991,000.00	18,155,704.93
	\$ 22,117,824.63	\$ 25,368,204.93

²More documentation is needed to verify these are all ICA deposits. It is our understanding that the Receiver is investigating these deposits.

³ The \$1,865,000.00 was traced from the Berone Capital Fund Keybank account x0011.

⁴ The \$25,100.00 was transferred to Tina and Kris Roglieri joint Keybank account x5837.

⁵ A total of approximately \$6,502,684 was transferred to and \$750,000 transferred from Tina and Kris Roglieri Keybank account x2848.

⁶ A total of \$5,511,415 was transferred to and \$9,500 transferred from Prime Commercial Lending Keybank account x4465.

⁷ A total of approximately \$5,087,626 was transferred to and \$288,000 transferred from Commercial Capital Training Group Keybank account x4541.

⁸ The \$4,300,000 was traced from Prime Capital Ventures Interactive Broker account ending x0095.

⁹ \$4,991,000 was traced to and approximately \$18,155,705 was traced from the PCV Citi account x6945.

Unknown Transfers to/from PCV Keybank x2233

BST identified unknown bank account transactions and withdrawals that we were unable to trace to any of the accounts we were provided statements for. It is our understanding that the Receiver has subpoenaed this information. A total of approximately \$3,884,334 went into unknown bank accounts.

TRANSACTION DESCRIPTION	TOTAL DEBIT	TOTAL CREDIT
TRANSFERS TO FARMERS STATE BANK	140,000.00	
TRANSFER TO DDA x0768	193,200.00	
TRANSFER TO / FROM DDA x2134	594,750.00	104,000.00
TRANSFERS TO/FROM PRIME CAPITAL VENTURES ¹⁰	600.00	8,421,207.28
TRANSFERS TO ROYAL BANK OF CA LOAN PMT	57,000.00	
WITHDRAWAL	2,898,784.02	
	\$ 3,884,334.02	\$ 8,525,207.28

Personal Expenditures to and from PCV Keybank x2233

The total large transactions that were identified as personal expenditures were approximately \$3,469,173 as follows:

TRANSACTION DESCRIPTION	TOTAL DEBIT	TOTAL CREDIT
LUXURY - PRIVATE JETS / CHARTERED PLANES ¹¹	556,812.00	
LUXURY - PURCHASES ¹²	275,950.99	
LUXURY - WATCHES ¹³	1,180,110.00	
POTENTIAL AUTOMOTIVE EXPENSE ¹⁴	1,456,299.89	778,364.62
	\$ 3,469,172.88	\$ 778,364.62

Unknown Disbursements and Deposits

We have identified other transactions within this account wherein we need additional supporting information to determine whether they are ICA deposits and/or payments or personal

¹⁰ We were not able to trace the credits or debits to the Prime Capital Ventures statements we currently have.

¹¹ These payments were made to XO Global LLC.

¹² These payments were for 1STDIBS.com and they consisted of expenditures for antiques, jewelry, fashion and art.

¹³ The \$1,180,110 were payments for Luxury Bazaar, Timepiece Trading and Wrist Aficionado.

¹⁴ The potential automotive payments were made to AI Design, Hunter Motor Sport, Renntech Inc, Rockland Auto and Superior Auto. There was a credit of approximately \$778,365 from RM Auctions Inc.

expenditures. It is our understanding that the Receiver has sent subpoenas to various parties for the documentation. **See Schedule 3**

PCV Citibank Account x6945

We reviewed and analyzed the PCV Citibank statements for account x6945 for the period September 1, 2022, through December 31, 2023. Findings for this account are as follows (See **Schedule 5** for a complete summary):

Internal Transfers

The internal transfers to and from the PCV Citibank account x6945 are as follows:

TRANSACTION DESCRIPTION	TOTAL DEBIT	TOTAL CREDIT
INTERACTIVE BROKERS LLC ¹⁵	5,600,000.00	
PRIME CAPITAL VENTURES - KEYBANK x2233	18,155,704.93	4,991,000.00
PRIME COMMERCIAL LENDING- KEYBANK x4465	121,478.00	
	\$ 23,877,182.93	\$ 4,991,000.00

Unknown Transfers to/from PCV Citibank x6945

BST identified unknown bank account transactions and withdrawals that we were unable to trace to any of the accounts we were provided statements for. It is our understanding that the Receiver has subpoenaed this information from various parties. A total of approximately \$42,385,746 went into unknown bank accounts (see chart below).

There is a transfer of \$20,000,000.00 to Berone Capital Fund LP Signature Bank account x3581 on October 24, 2022. On October 26, 2022, a deposit of \$20,000,000.00 was made into Berone Capital Fund LP RBC account x0011.¹⁶

¹⁵ The \$5,600,000 is traced to PCV Interactive Broker account x0095.

¹⁶ It is our understanding the Receiver has requested the Signature bank statements from the FDIC.

TRANSACTION DESCRIPTION	TOTAL DEBIT	TOTAL CREDIT
BANK OF CALIFORNIA	157,953.08	
BANK OF STOCKTON	87,867.63	
BERONE CAPITAL FUND LP	20,000,000.00	
PRIME CAPITAL ADVENTURES LLC - UNSPECIFIED		500,000.00
PRIME CAPITAL VENTURES - HEADERS CORPORATION TRUST CENTER	5,040,000.00	5,040,000.00
PRIME CAPITAL VENTURES - HEADERS CORPORATION TRUST CENTER		999,950.00
PRIME CAPITAL VENTURES - OPERA CORPORATION TRUST CENTER CITI x6953	12,049,925.00	
PRIME CAPITAL VENTURES - OPERA NULL CORPORATION TRUST CENTER CITI x6953		7,371,988.00
PRIME CAPITAL VENTURES - SHORE UNITED BANK x6661	50,000.00	
PRIME CAPITAL VENTURES - WELLS FARGO x1058	5,000,000.00	
	\$ 42,385,745.71	\$ 13,911,938.00

Personal Expenditures to and from PCV Citibank x6945

The total large transactions that were identified as personal expenditures were approximately \$15,542,761 as follows:

TRANSACTION DESCRIPTION	TOTAL DEBIT	TOTAL CREDIT
LUXURY - PRIVATE JETS / CHARTERED PLANES	278,320.00	
LUXURY - WATCHES	2,593,000.00	125,000.00
POTENTIAL AUTOMOTIVE EXPENSE	12,671,441.47	21,001.02
	\$ 15,542,761.47	\$ 146,001.02

Unknown Disbursements and Deposits

We have identified other transactions within this account wherein we need additional supporting information to determine whether they are ICA deposits and/or payments or personal expenditures. It is our understanding that the Receiver has sent subpoenas for the documentation. See Schedule 3

Berone Capital Fund LP RBC Account x0011

We reviewed and analyzed the Berone Capital Fund LP RBC statements for account ending x0011 for the period May 1, 2022, through December 31, 2023. Findings for this account are as follows (See **Schedule 6** for a complete summary):

Internal Transfers

The internal transfers to and from Berone Capital Fund LP RBC account x0011 are as follows:

TRANSACTION DESCRIPTION	TOTAL DEBIT	TOTAL CREDIT
BERONE CAPITAL FUND ¹⁷	10,527,390.42	
PRIME CAPITAL VENTURES LLC ¹⁸	1,865,000.00	
BERONE CAPITAL FUND ¹⁹		441,303.00
	\$ 12,392,390.42	\$ 441,303.00

Unknown Transfers to/from Berone Capital Fund LP RBC x0011

BST identified a transfer in of \$20,000,000 from Signature Bank account x3581 on October 26, 2022. To date, we do not have any Signature Bank statements. However, there was a \$20,000,000 transfer made on October 24, 2022 from Berone Capital Fund LP to Signature Bank account x3581 (unknown bank account). It is our understanding that the Receiver has subpoenaed this information.

A total of \$21,000,000 went to unknown Signature bank accounts.

Unknown Disbursements and Deposits

We have identified other transactions within this account wherein we need additional supporting information to determine whether they are ICA deposits and/or payments or personal expenditures. Additionally, it should be noted that \$6,000,000 was transferred to a "M Caro Esq IOLTA" account on October 27, 2022. It is unknown what this transaction pertains to.²⁰ See **Schedule 3**

¹⁷ The \$10,527,390.42 in transfers from Berone Capital Fund LP RBC x0011 was traced to Berone Capital Fund LP Flagstar account x3727.

¹⁸ The 1,865,000 in transfers from Berone Capital Fund LP RBC x0011 was traced to Prime Capital Ventures LLC Keybank account x2233.

¹⁹ The transfers to Berone Capital Fund LP RBC x0011 of \$441,303 was traced from Berone Capital Fund LP Flagstar account x3727.

²⁰ It's our understanding that the Receiver is further investigating this transaction.

Berone Capital Fund LP Flagstar Account x3727

We reviewed and analyzed Berone Capital Fund LP Flagstar statements for account x3727 for the period June 1, 2022, through December 31, 2023. Findings for this account are as follows (See **Schedule 7** for full summary):

Internal Transfers

The internal transfers to and from Berone Capital Fund LP Flagstar account x3727 are as follows:

TRANSACTION DESCRIPTION	TOTAL DEBITS	TOTAL CREDITS
BERONE CAPITAL FUND LP TO/FROM RBC x0011	441,303.00	10,527,390.42
BERONE CAPITAL FUND LP TO TD x1876	1,326,288.34	
BERONE CAPITAL FUND LP TO FLAGSTAR x5292	19,193.00	
<hr/>		<hr/>
\$ 1,786,784.34		\$ 10,527,390.42

Unknown Transfers to Berone Capital Fund LP Flagstar x3727

BST identified unknown bank account deposits that we were unable to trace from any of the accounts we were provided statements for, they are as follows:

TRANSACTION DESCRIPTION	TOTAL DEBITS	TOTAL CREDITS
BANK OF AMERICA ²¹		14,955.00
BERONE CAPITAL FUND LP ²²		5,900,000.00
DEPOSIT		330,000.00
<hr/>		<hr/>
\$ -		\$ 6,244,955.00

Personal Expenditures from Berone Capital Fund LP Flagstar x3727

The total large transactions that were identified as personal expenditures were approximately \$944,909 as follows:

TRANSACTION DESCRIPTION	TOTAL DEBITS	TOTAL CREDITS
LUXURY – PURCHASES	154,000.00	
POTENTIAL AUTOMOTIVE EXPENSE	690,909.03	
LUXURY - PRIVATE JETS / CHARTERED PLANES	100,000.00	
<hr/>		<hr/>
\$ 944,909.03		\$ -

²¹ The Flagstar wire documents referred to this credit as "Unable to apply need valid credit account".

²² The Flagstar wire documents referred to this credit as "UTA Due to need account to credit org ref". Per the Receiver, this is potentially a reversal of transfers made to Martin Karo, ESQ IOLTA.

Unknown Disbursements and Deposits

We have identified other transactions within this account wherein we need additional supporting information to determine whether they are ICA deposits and/or payments or personal expenditures. Additionally, it should be noted, \$11,800,000 was transferred to a "M Caro Esq IOLTA" account on October 27, 2022. It is unknown what this transaction pertains to.²³ See Schedule 3

Berone Capital LLC TD Account x1876

We reviewed and analyzed Berone Capital LLC TD statements for account x1876 for the period January 1, 2022, through December 31, 2023. Findings for this account are as follows (See Schedule 8 for full summary):

Internal Transfers

The internal transfers to and from Berone Capital LLC TD account x1876 are as follows:

TRANSACTION DESCRIPTION	TOTAL DEBITS	TOTAL CREDITS
BERONE CAPITAL LLC TD x6689	623,783.36	148,966.05
BERONE CAPITAL LLC TD x7006	357,371.62	15,000.00
BERONE CAPITAL FUND LP FLAGSTAR x3727		1,326,288.34
	<hr/> \$ 981,154.98	<hr/> \$ 1,490,254.39

Unknown Transfers to/from Berone Capital LLC TD x1876

BST identified unknown bank account deposits and/or credit transfers that we were unable to trace from any of the accounts we were provided statements for. A total of approximately \$76,864 went into unknown bank accounts.

TRANSACTION DESCRIPTION	TOTAL DEBITS	TOTAL CREDITS
ATM WITHDRAWAL	20,049.37	
BERONE CAPITAL L	36,017.60	
DEBIT	14,000.00	
TRANSFER TO / FROM TD CHECKING x6800	6,797.10	5,530.00
	<hr/> \$ 76,864.07	<hr/> \$ 5,530.00

²³ It's our understanding that the Receiver is further investigating this transaction.

Personal Expenditures from Berone Capital LLC TD x1876

The total transactions that were identified as personal expenditures were approximately \$93,288 as follows:

TRANSACTION DESCRIPTION	TOTAL DEBITS	TOTAL CREDITS
POTENTIAL AUTOMOTIVE EXPENSE	63,718.39	
LUXURY – PURCHASES ²⁴	4,699.90	
PERSONAL – TRAVEL ²⁵	24,869.49	
	\$ 93,287.78	\$ -

Prime Commercial Lending Keybank Account x4465

We reviewed and analyzed Prime Commercial Lending Keybank statements for account x4465 for the period March 1, 2022, through December 31, 2023. Findings for this account are as follows (See Schedule 9 for full summary):

Internal Transfers

The internal transfers to and from Prime Commercial Lending Keybank account x4465 are as follows:

TRANSACTION DESCRIPTION	TOTAL DEBIT	TOTAL CREDIT
TINA AND KRIS ROGLIERI KEYBANK x2848	51,700.00	433,924.90
PRIME CAPITAL VENTURES KEYBANK x2233	9,500.00	5,511,415.00
COMMERCIAL CAPITAL TRAINING GROUP LLC KEYBANK x4541	397,000.00	82,000.00
TINA AND KRIS ROGLIERI KEYBANK x5837	18,000.00	
PRIME CAPITAL VENTURE CITI x6945		121,478.00
	\$ 476,200.00	\$ 6,148,817.90

Unknown Transfers to/from Prime Commercial Lending Keybank x4465

BST identified unknown bank account transactions and withdrawals that we were unable to trace to any of the accounts we were provided statements for. It is our understanding that the Receiver has subpoenaed this information. A total of approximately \$1,433,497 went into unknown bank accounts.

²⁴ These payments consisted of expenditures for jewelry and name brand cigars.

²⁵ These expenditures consisted of airfare, hotels, and car rentals.

TRANSACTION DESCRIPTION	TOTAL DEBIT	TOTAL CREDIT
INTERNAL	1,378,047.05	
INTERNET TRANSFER TO/FROM DDA x0768	23,450.00	7,500.00
INTERNET TRANSFER TO/FROM DDA x2134	32,000.00	62,100.00

\$ 1,433,497.05 \$ 69,600.00

Personal Expenditures to and from Prime Commercial Lending Keybank x4465

The total large transactions that were identified as personal expenditures were approximately \$602,081 as follows:

TRANSACTION DESCRIPTION	TOTAL DEBIT	TOTAL CREDIT
POTENTIAL AUTOMOTIVE EXPENSE	98,805.43	
LUXURY - PRIVATE JETS / CHARTERED PLANES	101,000.00	
LUXURY – PURCHASES ²⁶	178,579.90	
LUXURY - WATCHES	111,000.00	
PERSONAL – TRAVEL ²⁷	112,695.23	3,759.25

\$ 602,080.56 \$ 3,759.25

Unknown Disbursements and Deposits

We have identified other transactions within this account wherein we need additional supporting information to determine whether they are ICA deposits and/or payments or personal expenditures. See Schedule 3

Status

We are currently continuing our analysis of the following accounts:

- Commercial Capital Training Group KeyBank account x4541
- PCV Farmers account x5665
- PCV RBC account x0017
- PCV Interactive Brokers x0095
- Berone Capital Fund LP TD accounts x6689 and x7006
- Berone Capital Fund LP Flagstar account x5292
- Berone Capital Partners LLC Interactive Brokers accounts x4802 and x4888
- Chris & Tina joint KeyBank accounts x2848 and x5837

²⁶ These payments consisted of expenditures for entertainment and name brand cigars.

²⁷ These expenditures consisted of airfare, hotels, and car rentals.

SCHEDULE 1

SUMMARY OF ICA DEPOSITS FROM THIRD-PARTY BORROWERS

SOURCE: EXECUTED VERIFIED THIRD PARTY COMPLAINT AND PCV WIRES FROM FARMERS BANK ACCOUNT x5665

THIRD PARTY BORROWER	ICA DEPOSIT DATE	ORIGINAL LOAN AMOUNT	ICA DEPOSIT AMOUNT	DATE OF WIRE TO BORROWERS	AMOUNT RETURNED TO THIRD PARTY BORROWER	UNACCOUNTED FOR ICA DEPOSIT AMOUNT
ONWARD PARTNERS LLC	(1)	09/22/22	\$ 107,000,000.00	\$ 20,000,000.00		\$ 16,000,000.00
B&R ACQUISITION PARTNERS	(2)	11/30/22	22,575,000.00	4,300,000.00		4,300,000.00
526 MULFREESBORO LLC	(3)	04/07/23	18,112,500.00	4,312,500.00		4,312,500.00
HCW BIOLOGICS INC	(4)	04/21/23	26,250,000.00	5,250,000.00		5,250,000.00
COMPASS - CHARLOTTE	(5)	04/27/23	79,511,250.00	15,902,250.00		15,902,250.00
CAMSHAFT CRE 1 LLC	(6)	05/12/23		13,400,000.00		12,400,000.00
NEWLIGHT TECHNOLOGIES INC	(7)	05/23/23	13,125,000.00	2,500,000.00		2,500,000.00
ER TENNESSEE LLC	(8)	08/25/23	46,350,000.00	15,000,000.00		15,000,000.00
MOTOS AMERICA INC	(9)	09/21/23	15,000,000.00	3,000,000.00		3,000,000.00
LOFTS PHASES 2 & 3 LLC - PARAGON	(10)			2,369,400.00	2,369,400.00	-
REDEEM - 18 S MAIN LLC - LION GROUP	(10)			800,000.00	800,000.00	-
SEYBURN LAW PLLC - HERITAGE	(10)			333,333.33	333,333.33	-
SHEPPARD MULLIN RICHTER & HAMPTON LLP	(10)			108,678.23	108,678.23	-
BRIGHTSMITH TULSA LLP	(10)			120,766.27	120,766.27	80,000.00
THE WALLICK FAMILY 2022 TRUST	(10)			175,000.00		175,000.00
3D LUNDY LTD - CARUSO BUILDERS	(10)			1,563,563.71		1,563,563.71
CARUSO HOME BUILDERS LLC - CARUSO BUILDERS	(10)			1,150,000.00		1,150,000.00
SOUTH LAND TITLE LLC ESCROW ACCT - 135 RAILROAD	(10)			400,000.00		400,000.00
BARCLAY DAMON LL TRUST ACCOUNT - BARCLAY DAMON LLP	(10)			2,000,000.00	2,000,000.00	-
KETAN MASTERS	(10)			600,000.00	600,000.00	-
REDEEM TEMPLE COURTYARD LLC	(10)			200,000.00	200,000.00	-
BARCLAY DAMON LL TRUST ACCOUNT - BARCLAY DAMON LLP	(10)			600,000.00	600,000.00	-
CHRISTOPHER B LOWE - CBL INVESTMENTS LLC	(10)			80,000.00	80,000.00	-
SCOTT S WALLICK & MARY LEE WALLICK	(10)			175,000.00	175,000.00	-
1800 PARK AVENUE LLC	(11)	12/22/23	98,905,467.00	5,000,000.00		5,000,000.00
				426,829,217.00	99,340,491.54	\$ 24,307,177.83
						75,033,313.71

FOOTNOTES:

(A) THE AMOUNT OF UNACCOUNTED FOR ICA DEPOSITS FROM THE COMPLAINT IS \$63,364,750. THERE IS A DIFFERENCE OF \$8,300,000.

(1) ONWARD PARTNERS ENTERED INTO A BUSINESS EXPANSION LINE OF CREDIT IN THE AMOUNT OF \$107,000,000 AND REQUIRED ONWARD TO ESTABLISH AN ICA (INTEREST CREDIT ACCOUNT) WITH A WIRE PAYMENT OF \$20,000,000. A COMPLAINT WAS LATER FILED AGAINST PRIME FOR FAILURE TO MAKE FIRST ADVANCE. ONWARD WAS ABLE TO GET PRIME TO REFUND \$16,000,000, BUT THERE IS AN OUTSTANDING BALANCE OF \$4,000,000.

(2) B&R HAS ALLEGED THAT IT MADE A \$4,300,000 ICA PAYMENT ON NOVEMBER 30, 2022 FOR A PURPORTED \$22,575,000 LOAN, BUT THE LOAN WAS NEVER MADE AND THE DEPOSIT NEVER RETURNED.

(3) MURFREESBORO ENTERED INTO A DEVELOPMENT LINE OF CREDIT IN THE MAX AMOUNT OF \$18,112,500 AND REQUIRED MURFREESBORO TO CREATE AN ICA BY DEPOSITING \$4,312,500 INTO PRIME'S ACCOUNT.

SUMMARY OF ICA DEPOSITS FROM THIRD-PARTY BORROWERS

SOURCE: EXECUTED VERIFIED THIRD PARTY COMPLAINT AND PCV WIRES FROM FARMERS BANK ACCOUNT x5665

PRIME HAS NOT FUNDED THE LOAN OR RETURNED THEIR ICA DEPOSIT.

- (4) HCW BIOLOGICS ENTERED INTO A DEVELOPMENT LINE OF CREDIT IN THE PRINCIPAL AMOUNT OF \$26,250,000 AND REQUIRED HCW TO WIRE PRIME \$5,250,000 TO SERVE AS A DEPOSIT. PRIME HAS NOT FUNDED THE LOAN OR RETURNED THEIR ICA DEPOSIT.
- (5) COMPASS - CHARLOTTE ENTERED INTO A DEVELOPMENT LINE OF CREDIT IN THE PRINCIPAL AMOUNT OF \$79,511,250. COMPASS PAID \$15,902,250 TO PRIME AS AN ICA PAYMENT. PRIME HAS NOT FUNDED THE LOAN OR RETURNED THEIR ICA DEPOSIT.
- (6) CAMSHAFT MADE AN ICA PAYMENT IN THE AMOUNT OF \$13,400,000 AND PRIME FAILED TO RETURN THE DEPOSIT. PRIME ALLEGEDLY PAID \$1,000,000 BACK TO CAMSHAFT IN RESPONSE TO THE ISSUANCE OF FINAL JUDGMENT AND STILL OWES CAMSHAFT \$12,400,000.
- (7) NEWLIGHT TECHNOLOGIES ENTERED INTO A LINE OF CREDIT IN THE PRINCIPAL AMOUNT OF \$13,125,000. NEWLIGHT WIRED \$2,500,000 TO PRIME AS PER THEIR AGREEMENT. PRIME HAS NOT FUNDED THE LOAN OR RETURNED THEIR ICA DEPOSIT.
- (8) ER TENNESSEE ENTERED INTO A LINE OF CREDIT IN THE PRINCIPAL AMOUNT OF \$46,350,000. ER MADE AN ADVANCE OF \$15,000,000 TO PRIME IN FURTHERANCE OF THE BUSINESS EXPANSION LINE OF CREDIT. PRIME HAS NOT FUNDED THE LOAN OR RETURNED THEIR ICA DEPOSIT.
- (9) MOTOS AMERICA INC ENTERED INTO A REVOLVING BUSINESS EXPANSION LINE OF CREDIT IN THE PRINCIPAL AMOUNT OF \$15,000,000. MOTOS MADE AN ICA DEPOSIT OF \$3,000,000 TO PRIME. PRIME HAS NOT FUNDED THE LOAN OR RETURNED THEIR ICA DEPOSIT.
- (10) THE PCV WIRE INFORMATION WAS PROVIDED FROM THE FARMERS BANK ACCOUNT INFORMATION
- (11) 1800 PARK AVENUE ENTERED INTO A CONSTRUCTION LOAN LINE OF CREDIT IN THE PRINCIPAL AMOUNT OF \$98,905,467. 1800 PARK WIRED \$5,000,000 TO KEYBANK ACCOUNT PROVIDED BY KIMMY HUMPHREY. PRIME HAS NOT FUNDED THE LOAN OR RETURNED THEIR ICA DEPOSIT.

SCHEDULE 2

SUMMARY OF POTENTIAL ADDITIONAL ICA DEPOSITS FROM REVIEW OF BANK STATEMENTS

SOURCE: BANK STATEMENTS ^(A)

POTENTIAL THIRD PARTY BORROWER	ICA DEPOSIT DATE	BANK	ACCOUNT #	ICA DEPOSIT AMOUNT	ADDITIONAL INFORMATION IF AVAILABLE			
					DATE OF WIRE TO BORROWERS	BORROWER BANK	BORROWER ACCOUNT #	AMOUNT RETURNED TO THIRD PARTY BORROWER
ICA TRUST PAYMENT PER EVE PARK LONDON DEVELOPMENT CREDIT AGREEMENT				\$ 5,999,975.00				\$ -
Refers to S2E Technologies Inc as payor	10/18/22	CITI		24,980.00				
S2E TECHNOLOGIES	08/11/22	KEYBANK			04/17/23	BANK OF NOVA SCOTIA		2,000,000.00
EVE PARK LONDON		CITI			05/02/23	BANK OF NOVA SCOTIA		4,000,000.00
EVEPARK LONDON		CITI						
ICA DEPOSIT - ALWAYS THERE TRANSPORT CORP	10/24/22	CITI		2,600,000.00				
ALWAYS THERE TRANSPORT CORP	09/19/22	KEYBANK		25,000.00				
ALWAYS THERE TRANSPORT CORP		KEYBANK			11/03/23			1,900,000.00
ALWAYS THERE TRANSPORT CORP		KEYBANK			11/13/23			25,000.00
ALWAYS THERE TRANSPORT CORP		KEYBANK			11/17/23			700,000.00
ICA FOR PR TZEDEK								
refers to Truss Financial LLC as payor	10/26/22	CITI		1,950,000.00				
PRI TZEDEK LLC	08/17/22	KEYBANK		25,000.00				
ICA FOR PRESETON MEADOWS TEXAS				1,950,000.00				
refers to Truss Financial LLC as payor	10/26/22	CITI		25,000.00				
PRESTON MEADOWS	08/17/22	KEYBANK		90,000.00				
TRUSS FINANCIAL LLC	11/09/22	CITI		2,500,000.00				
TRUSS FINANCIAL LLC	12/05/22	CITI			05/25/23	FLAGSTAR BANK		6,500,000.00
TRUSS FINANCIAL LLC		CITI			2,000,000.00			
TRUSS FINANCIAL	07/22/22	KEYBANK						3,000,000.00
TRUSS FINANCIAL	05/31/23	KEYBANK						225,000.00
TRUSS FINANCIAL	06/02/23	KEYBANK			05/22/23	JPMORGAN CHASE		1,200,000.00
SEYBURN LAW PLLC	(1)	CITI			07/05/23			333,333.33
SEYBURN LAW PLLC		KEYBANK			2,400,000.00			
SK LAW GROUP PLLC - HERITAGE FARM LOAN	(2)	CITI			08/11/23			333,333.00
SK LAW GROUP LLC		KEYBANK			10/10/23			333,333.33
SK LAW GROUP LLC		KEYBANK						
PARTIAL ICA FUNDS FOR 18 S MAIN STREET PROPERTY - THE LION GROUP DFW LLC	(2)	CITI		1,000,000.00				
ARDENT ACQUISITION	08/23/23	KEYBANK		250,000.00				
ARDENT ACQUISITION	08/25/23	KEYBANK		200,000.00				
ARDENT ACQUISITION	08/25/23	KEYBANK		300,000.00				
ARDENT ACQUISITION	09/08/23	KEYBANK		100,000.00				
ARDENT ACQUISITION	09/08/23	KEYBANK		150,000.00				
ARX ACCURATE RX	05/13/22	KEYBANK		20,000.00				
ARX ACCURATE RX	06/03/22	KEYBANK		1,000,000.00				
BLOACK, LONGO, LAMARCA & BRZEZINSKI	02/16/23	CITI		2,100,000.00				
CHARLES W SHOFFNER - TJM PROPERTIES	11/14/22	CITI		5,000,000.00				
CJI TRADING LLC	12/02/22	CITI		7,000,000.00				
CJI TRADING LLC		KEYBANK			08/30/22			3,048,750.00
CMTH DEVELOPMENT	09/20/22	KEYBANK		15,000.00				
CMTH DEVELOPMENT	12/20/22	CITI		1,541,000.00				
CMTH DEVELOPMENT	12/20/22	CITI		1,000,000.00				
CMTH DEVELOPMENT		KEYBANK		800,030.00				20,000.00
FIELDPOINT EQUITY INFRASTRUCTURE	11/29/22	CITI						
FIELDPOINT EQUITY LLC	11/30/22	CITI		299,850.00				

POTENTIAL THIRD PARTY BORROWER	ICA DEPOSIT DATE	BANK	ACCOUNT #	ICA DEPOSIT AMOUNT	DATE OF WIRE TO BORROWERS	BORROWER BANK	BORROWER ACCOUNT #	AMOUNT RETURNED TO THIRD PARTY BORROWER
GARRET B WALES - BUSINESS INVESTMENT	12/01/22	CITI		1,000,000.00				
HOWARD LLC	03/21/23	CITI		1,700,000.00				
HOWARD LLC		CITI			05/03/23	BUSINESS FIRST BANK		1,700,000.00
HUDSON & HUDSON LLC	03/06/23	CITI		1,000,000.00				
HUDSON AND HUDSON		KEYBANK			11/27/23			10,000.00
JHM LENDING VENTURES LLC	11/30/22	CITI		2,200,000.00				
LABORE ET HONORE LLC	09/22/22	CITI		1,508,888.30				
LAKE EDGES INVESTMENTS	07/26/22	KEYBANK		25,000.00				
LAKES EDGE DEVELOPMENT GROUP LLC	10/13/22	CITI		3,000,000.00				
LAKES EDGE DEVELOPMENT GROUP LLC		CITI			04/07/23	WOODLANDS BANK		3,000,000.00
MY T PHAM - LOAN CLOSING	01/31/23	CITI		1,526,000.00				
ONWARD HOLDINGS LLC	(4)	CITI			12/12/22	WELLS FARGO		3,000,000.00
ONWARD HOLDINGS LLC		CITI			04/17/23	WELLS FARGO		2,000,000.00
PIPER CAPITAL FU...	05/31/23	KEYBANK		600,000.00				
PIPER CAPITAL FU...	05/31/23	KEYBANK		5,000,000.00				
PIPER CAPITAL FU...	05/31/23	KEYBANK		5,000,000.00				
PIPER CAPITAL FU...	08/04/23	KEYBANK		1,000,000.00				
PIPER CAPITAL FU...	08/11/23	KEYBANK		350,000.00				
PIPER CAPITAL FU...	08/11/23	KEYBANK		500,000.00				
PIPER CAPITAL FU...	08/11/23	KEYBANK		500,000.00				
SP ALPHA OPPORTUNITIES	11/07/23	KEYBANK		1,500,000.00				
SP HARBOR QOZB L...	05/16/23	KEYBANK		40,000.00				
SP HARBOR QOZB L...	10/05/23	KEYBANK		2,500,000.00				
SQRL HOLDINGS	08/14/23	KEYBANK		40,000.00				
SQRL HOLDINGS	10/18/23	KEYBANK		4,462,500.00				
SRA-CH RICHLAND II LLC	01/06/23	CITI		3,000,000.00				
WAYNAR SCHMIDT - BRIDGE LOAN FOR ANVIL MECHANICAL INC	12/14/22	CITI		2,000,000.00				
WIRE TRANSFER - RETURNING YOUR:	12/09/22	CITI		2,344,409.00				
ZELLER INVESTMENT LLC	03/22/23	CITI		2,500,000.00				

FOOTNOTES:

(A) PRIME VENTURE CAPITAL CITI x6945 (9/2022 - 12/2023), KEYBANK x2233 (3/1/2022 - 12/31/2023)

(1) THE SEYBURN LAW PLLC - HERITAGE IS IDENTIFIED IN THE PCV WIRES FROM FARMERS BANK ACCOUNT AS A THIRD PARTY BORROWER, HOWEVER THE AMOUNT WAS \$333,333.33.

(2) THE SEYBURN LAW PLLC - HERITAGE IS IDENTIFIED IN THE PCV WIRES FROM FARMERS BANK ACCOUNT AS A THIRD PARTY BORROWER, THERE IS AN ENTRY IN THE CITIBANK STATEMENT FOR SK LAW GROUP PLLC - HERITAGE FARM LOAN.

(3) THE LION GROUP DFW LLC IS IDENTIFIED IN THE COMPLAINT, HOWEVER THE AMOUNT ON THE COMPLAINT WAS \$800,000.

(4) THIS MIGHT BE RELATED TO ONWARD PARTNERS.

SCHEDULE 3

SUMMARY OF UNKNOWN TRANSACTIONS WITH INSUFFICIENT INFORMATION (DEBITS/CREDITS) IDENTIFIED FROM REVIEW OF BANK STATEMENTS

SOURCE: CITIBANK X6945 (9/2022 - 12/2023), KEYBANK X2233 (3/2022 - 12/2023), RBC X0011 (5/1/2022 - 12/31/2023), FLAGSTAR X3727 (6/1/2022 - 12/31/2023), TD X1876 (1/1/2022 - 12/31/2023) AND KEYBANK X4465 (3/1/2022 - 12/31/2023)

BANK	ACCOUNT #	DATE	TRANSACTION TYPE	TRANSACTION DESCRTIPTION	WIRE / REF SERIAL #	DEBIT	CREDIT
KEYBANK	2233	04/18/22	WIRE DEPOSIT	ADAM B LAWLER			1,393,889.59
KEYBANK	2233	05/10/22	WIRE WITHDRAWAL	CHRIS SNYDER		10,000.00	
KEYBANK	2233	06/03/22	WIRE DEPOSIT	MATTHEW D THACKE			25,000.00
KEYBANK	2233	06/22/22	WIRE WITHDRAWAL	CHRISTOPHER SNYDER		10,000.00	
KEYBANK	2233	07/22/22	WIRE WITHDRAWAL	CHRISTOPHER SNYDER		10,000.00	
KEYBANK	2233	07/25/22	WIRE WITHDRAWAL	CHRISTOPHER SNYDER		10,000.00	
KEYBANK	2233	09/07/22	WIRE WITHDRAWAL	CHRISTOPHER SNYDER		10,000.00	
KEYBANK	2233	09/07/22	WIRE WITHDRAWAL	CHRISTOPHER SNYDER		10,000.00	
KEYBANK	2233	09/13/22	WIRE WITHDRAWAL	CHRISTOPHER SNYDER		5,000.00	
CITIBANK	6945	09/22/22	TRANSFER CREDIT	ANDREA M CLARKE			12,291,111.70
KEYBANK	2233	09/22/22	WIRE WITHDRAWAL	CHRISTOPHER SNYDER		5,000.00	
CITIBANK	6945	10/04/22	TRANSFER DEBIT	INDIGO PHARMACEUTICAL		1,000,000.00	
CITIBANK	6945	10/04/22	TRANSFER DEBIT	INDIGO PHARMACEUTICAL		1,000,000.00	
CITIBANK	6945	10/13/22	TRANSFER DEBIT	INDIGO PHARMACEUTICAL		2,000,000.00	
CITIBANK	6945	10/26/22	TRANSFER DEBIT	INDIGO PHARMACEUTICAL		2,000,000.00	
RBC	0011	10/27/22	WIRE TRANSFER	M KARO ESQ IOLTA	REFERENCE	6,000,000.00	
CITIBANK	6945	10/28/22	TRANSFER CREDIT	ROBERT B STRUM			2,000,000.00
FLAGSTAR	3727	11/04/22	OUTGOING WIRE	PHOENIX AMERICAN FINANCIAL SERVICE		850,000.00	
KEYBANK	2233	11/07/22	WIRE WITHDRAWAL	CHRISTOPHER SNYDER		20,000.00	
CITIBANK	6945	11/07/22	TRANSFER DEBIT	INDIGO PHARMACEUTICAL		1,698,750.00	
FLAGSTAR	3727	11/09/22	OUTGOING WIRE	MARTIN KARO, ESQ IOLTA		5,900,000.00	
FLAGSTAR	3727	11/09/22	OUTGOING WIRE	MARTIN KARO, ESQ IOLTA		5,900,000.00	
CITIBANK	6945	11/18/22	TRANSFER DEBIT	RM LTD		4,729,745.00	
KEYBANK	2233	11/23/22	WIRE WITHDRAWAL	CHRISTOPHER SNYDER		10,000.00	
CITIBANK	6945	11/29/22	TRANSFER DEBIT	NORWELL VENTURES		300,000.00	
CITIBANK	6945	12/12/22	TRANSFER DEBIT	RM INC		2,337,710.00	
CITIBANK	6945	12/14/22	TRANSFER DEBIT	INDIGO PHARMACEUTICAL		3,000,000.00	
CITIBANK	6945	12/15/22	TRANSFER DEBIT	WILSHIRE FINANCE PARTNERS INC		1,692,663.17	
KEYBANK	2233	12/23/22	WIRE WITHDRAWAL	CHRISTOPHER SNYDER		15,000.00	
CITIBANK	6945	12/23/22	TRANSFER DEBIT	NEW COUNTRY GROUP		2,055,312.00	
CITIBANK	6945	01/06/23	TRANSFER DEBIT	PRIORITY TITLE AND ESCROW		100,000.00	
KEYBANK	2233	01/09/23	WIRE WITHDRAWAL	CHRISTOPHER SNYDER		20,000.00	

BANK	ACCOUNT #	DATE	TRANSACTION TYPE	TRANSACTION DESCRIPTIION	WIRE / REF	SERIAL #	DEBIT	CREDIT
RBC	0011	01/23/23	WIRE TRANSFER	ALEXANDER CAPITAL VENTURES			500,000.00	
KEYBANK	2233	01/27/23	WIRE WITHDRAWAL	NORWELL VENTURES			1,683,653.70	
KEYBANK	2233	01/31/23	WIRE WITHDRAWAL	PRIORITY TITLE A...			3,672,067.50	
KEYBANK	2233	02/08/23	WIRE WITHDRAWAL	NORWELL VENTURES			1,100,000.00	
KEYBANK	2233	02/15/23	WIRE WITHDRAWAL	INDIGO PHARMACEUTICALS			4,700,000.00	
KEYBANK	2233	02/17/23	WIRE WITHDRAWAL	CHRISTOPHER SNYDER			10,000.00	
KEYBANK	2233	03/03/23	WIRE WITHDRAWAL	CHRISTOPHER SNYDER			30,000.00	
RBC	0011	03/16/23	WIRE TRANSFER	PHOENIX AMERICAN			1,700,000.00	
RBC	0011	03/20/23	WIRE TRANSFER	ALEXANDER CAPITAL VENTURES			500,000.00	
KEYBANK	2233	03/27/23	WIRE WITHDRAWAL	CHRISTOPHER SNYDER			5,000.00	
CITIBANK	6945	04/07/23	TRANSFER CREDIT	DANIEL COSGROVE				4,312,500.00
KEYBANK	2233	04/12/23	WIRE WITHDRAWAL	CHRISTOPHER SNYDER			6,000.00	
KEYBANK	2233	04/27/23	WIRE WITHDRAWAL	CHRISTOPHER SNYDER			8,000.00	
CITIBANK	6945	05/02/23	TRANSFER DEBIT	QUAD CITY BANK AND TRUST COMPANY			3,094,000.00	
CITIBANK	6945	05/09/23	TRANSFER DEBIT	GOTTMAN LAW PC			3,700,000.00	
KEYBANK	2233	05/10/23	WIRE WITHDRAWAL	CHRISTOPHER SNYDER			15,000.00	
CITIBANK	6945	05/18/23	TRANSFER DEBIT	COM COMPANY LLC			2,000,000.00	
CITIBANK	6945	05/25/23	TRANSFER DEBIT	CHRIS SNYDER			50,000.00	
KEYBANK	2233	06/09/23	WIRE WITHDRAWAL	FIRST AMERICAN T...			4,100,000.00	
KEYBANK	2233	06/13/23	WIRE WITHDRAWAL	QUAD CITY			200,000.00	
KEYBANK	2233	07/07/23	WIRE WITHDRAWAL	CHRISTOPHER SNYDER			25,000.00	
KEYBANK	2233	08/14/23	WIRE WITHDRAWAL	CHRISTOPHER SNYDER			10,000.00	
KEYBANK	2233	08/25/23	WIRE WITHDRAWAL	CHRISTOPHER SNYDER			15,000.00	
KEYBANK	2233	09/12/23	WIRE WITHDRAWAL	INDIGO PHARMACEUTICALS			200,000.00	
KEYBANK	2233	09/15/23	WIRE WITHDRAWAL	CHRISTOPHER SNYDER			8,000.00	
KEYBANK	2233	09/20/23	WIRE WITHDRAWAL	CHRISTOPHER SNYDER			15,000.00	
KEYBANK	2233	10/02/23	WIRE WITHDRAWAL	CHRISTOPHER SNYDER			10,000.00	
KEYBANK	2233	10/12/23	WIRE WITHDRAWAL	MATTHEW THACKER			5,000,000.00	
KEYBANK	2233	10/17/23	WIRE WITHDRAWAL	INDIGO PHARMACEUTICALS			200,000.00	
KEYBANK	2233	10/20/23	WIRE WITHDRAWAL	FARMERS STATE BANK			140,000.00	
KEYBANK	2233	10/24/23	WIRE WITHDRAWAL	CHRISTOPHER SNYDER			20,000.00	
KEYBANK	2233	10/24/23	WIRE WITHDRAWAL	INDIGO PHARMACEUTICALS			200,000.00	
KEYBANK	2233	10/27/23	WIRE WITHDRAWAL	CLARKE CAPITAL P...			4,000,000.00	
KEYBANK	2233	11/10/23	WIRE WITHDRAWAL	CLARKE CAPITAL P...			2,000,000.00	
KEYBANK	2233	11/10/23	WIRE DEPOSIT	MASSON JEAN PIER				1,199,982.50
KEYBANK	2233	11/14/23	WIRE WITHDRAWAL	CLARKE CAPITAL P...			1,000,000.00	

BANK	ACCOUNT #	DATE	TRANSACTION TYPE	TRANSACTION DESCRTIPTION	WIRE / REF SERIAL #	DEBIT	CREDIT
KEYBANK	2233	11/14/23	INTERNAL WIRE	JEFF PETERSON			1,000,000.00
KEYBANK	2233	11/27/23	WIRE WITHDRAWAL	CHRISTOPHER SNYDER		15,000.00	
KEYBANK	2233	12/15/23	WIRE WITHDRAWAL	CHRISTOPHER SNYDER		15,000.00	
KEYBANK	4465	12/22/23	WIRE WITHDRAWAL	CPH LLC		2,000,000.00	
						\$ 82,645,901.37	\$ 22,222,483.79

SCHEDULE 4

COMPASS - CHARLOTTE 1031 LLC v PRIME CAPITAL VENTURES LLC et al

ENTITY - PRIME CAPITAL VENTURES LLC

SOURCE: BANK STATEMENTS FOR KEYBANK x2233 FOR THE PERIOD 3/1/2022 TO 12/31/2023

TRANSACTION DESCRIPTION	TOTAL DEBIT	TOTAL CREDIT	BST COMMENTS
1800 PARK AVE LLC		\$ 5,085,000.00	IDENTIFIED AS THIRD PARTY BORROWER IN SCH 1
1STDIBS.COM	275,950.99		LUXURY PURCHASES
3D LUNDY LTD	1,577,570.14		IDENTIFIED AS THIRD PARTY BORROWER SCH 1
6 TV HOLDINGS LLC		20,000.00	
AC BRANDS LLC		35,000.00	
ACCRETE INC		25,000.00	
ACV MCCARTY LANE		30,000.00	
ADAM B LAWLER		1,393,889.59	UNKNOWN - INSUFFICIENT INFORMATION
ADAM STEINBERG	10,000.00		
AI DESIGN	1,248,567.65		POTENTIAL AUTOMOTIVE EXPENSE
AJUSTCO LLC	25,000.00	25,000.00	
ALEXANDER PALINE	35,400.00		
ALWAYS THERE TRANSPORT CORP	\$ 2,625,000.00	\$ 25,000.00	IDENTIFIED AS ADDITIONAL ICA DEPOSITS IN SCHEDULE 2
AMERICAN VENTURE...	30,000.00		
ANVIL MECHANICAL		25,000.00	
APARTMENT WORTH		20,000.00	
ARDENT ACQUISITION		1,000,000.00	IDENTIFIED AS ADDITIONAL ICA DEPOSITS IN SCHEDULE 2
ARX ACCURATE RX		1,020,000.00	IDENTIFIED AS ADDITIONAL ICA DEPOSITS IN SCHEDULE 2
ASHLINE DEVELOPMENT		25,000.00	
ASPEN COMMERCIAL	35,000.00	10,000.00	
ATACAMA YELLOWTA...		50,000.00	
BANK OF AMERICA NYC		25,000.00	
BASILDON ESTATES		25,000.00	
BAY CAPITAL ADVISORS	15,000.00		
BEGINNING BALANCE			
BERONE CAPITAL FUND LP		1,865,000.00	TRACED FROM BERONE CAPITAL FUND KEYBANK x0011
BGC CAPITAL	25,000.00		
BLANCO SOCIEDAD		75,000.00	
BRANCH 0423 NY	10,050.00	3,696.39	
BRANCH 0586 NY	12,000.00		
BRANDON WHEELLESS	190,000.00		
BRIGHTSMITH CAPITAL		30,000.00	IDENTIFIED AS THIRD PARTY BORROWER SCH 1
BRODY TRADING INC		35,000.00	
BRUNSWICK FOOD A...	6,955.10		
CAC REALTY LLC		40,000.00	
CAMSHAFT CAPITAL		1,400,000.00	IDENTIFIED AS ORIGINAL ICA DEPOSITS SCH 1
CAMSHAFT CRE1...	1,000,000.00		IDENTIFIED AS ORIGINAL ICA DEPOSITS SCH 1
CAN STORES INC		25,000.00	
CANADIAN IMPERIA CATT		3,036.00	
CARUSO HOME BUILDCORP PAY		15,000.00	IDENTIFIED AS THIRD PARTY BORROWER SCH 1
CBRE INC AGENT F...		75,000.00	
CEDRIC DUPONT AN...	165,100.00		
CHC DESIGN AND...		5,000.00	
CHOICE FINANCIAL CPF VENDOR	7,614.37		
CHRISTAL PAULINE	36,400.00		
CHRISTOPHER SNYDER	342,000.00		UNKNOWN - INSUFFICIENT INFORMATION
CJI TRADING LLC	3,048,750.00		IDENTIFIED AS ADDITIONAL ICA DEPOSITS IN SCHEDULE 2
CJM IRRV TR UTA		40,000.00	
CLARK HILL PLC	10,000.00		
CLARKE CAPITAL P...	7,000,000.00		UNKNOWN - INSUFFICIENT INFORMATION
CMTH DEVELOPMENT	20,000.00	15,000.00	IDENTIFIED AS ADDITIONAL ICA DEPOSITS IN SCHEDULE 2
CMTH HOLDINGS INC	2,541,000.00		IDENTIFIED AS ADDITIONAL ICA DEPOSITS IN SCHEDULE 2

TRANSACTION DESCRIPTION	TOTAL DEBIT	TOTAL CREDIT	BST COMMENTS
COCAPITAL FUNDING	100,000.00		
COMMERCIAL CAPITAL		35,000.00	
COMMUNITY GARDEN		25,000.00	
CONEXIONS INC		950,000.00	
CONSORCIO HOTELE...		74,990.00	
COOK KEITH DAVI...	1,999.22		
CORNERSTONE GROUP		35,000.00	
CORVUS DEVELOPMENT		20,000.00	
COSGROVE CAPITAL		40,000.00	
CROWN REAL ESTATE		25,000.00	
CYPRESS POINT HOLDINGS		30,000.00	
DAYUMA LLC		25,000.00	
DENNIS M ALBERT	20,000.00	20,000.00	
DONALD TOSH		25,000.00	
DONNA MOCK	42,850.00		
DRE FILMS INC	125,000.00		
EAGLES NEST DEVELOPMENT		50,000.00	
EASTSIDE	20,000.00		
EASTSIDE BLOCK P		20,000.00	
ECOSTAR ENERGY LLC		50,000.00	
ELFPERTS INC	59,925.00		
ENHANCED SUPPORT		35,000.00	
ERASE TECHNOLOGIES	5,125.00		
EVOLT ENTERPRISES		50,000.00	
EVOLVE DEVELOPMENT		75,000.00	
EXOTICARE 60 BUR...	590.00		
FARMERS STATE BANK 0398	140,000.00		UNABLE TO TRACE
FEES	4,021.00		
FELLERS SNIDER B	1,850.00		
FENIX FAM INC	218,500.00		POTENTIAL HEALTHCARE
FIRST AMERICAN T...	4,100,000.00		UNKNOWN - INSUFFICIENT INFORMATION
FMTC CUSTODIAN		19,000.00	
FPB CR CARD INTERNET	783.48		
GARDINER ROBERTS	50,000.00		
GIA CAPITAL LLC		200,000.00	INVESTMENT ADVISORY FIRM
GIGANTIC AND GIGA...	121,700.00		
GIRVIN FERLAZZO	59,372.00		
GLOBAL IMPACT ASACCT...		200,000.01	
GRE CAPITAL LLC	24,000.00		
GRENIUS LLC		35,000.00	
HARD AF SELTZER	20,000.00	40,000.00	
HARD TO BEAT CON...		25,000.00	
HAVEN AT LAKE CO		30,000.00	
HAWTHORNE DEVELOPMENT		40,000.00	
HAWTHORNEWORLD V		25,000.00	
HCW BIOLOGICS INC		40,000.00	IDENTIFIED AS ORIGINAL ICA DEPOSITS SCH 1
HEFFNER PERFORMANCE	12,847.52		
HEGGEN LAW OFFICE	5,180.00		LAW OFFICE
HENRY BROWN MF P...		50,000.00	
HERITAGE FARMS M...		25,000.00	IDENTIFIED AS THIRD PARTY BORROWER SCH 1
HIGH WEST CAPITAL	5,200.00		
HILL WARD HENDER	7,500.00		
HITESH R PATEL		25,000.00	
HOME RENTALS COR		20,000.00	
HUDSON AND HUDSON	10,000.00		IDENTIFIED AS ADDITIONAL ICA DEPOSITS IN SCHEDULE 2
HUNTER MOTOR SPORT	70,000.00		POTENTIAL AUTOMOTIVE EXPENSE
HX5 GLOBAL LLP		500,000.00	

TRANSACTION DESCRIPTION	TOTAL DEBIT	TOTAL CREDIT	BST COMMENTS
INDIGO PHARMACEUTICALS	5,300,000.00		UNKNOWN - INSUFFICIENT INFORMATION
INTERANTIONAL GR...		50,000.00	
INTERNET TRANSFER TO / FROM DDA x5837	25,100.00		INTERNAL TRANSFERS - TINA AND KRIS ROGLIERI
INTERNET TRANSFER TO / FROM DDA x0768	193,200.00		UNABLE TO TRACE
INTERNET TRANSFER TO / FROM DDA x2134	594,750.00	104,000.00	UNABLE TO TRACE
INTERNET TRANSFER TO / FROM DDA x2848	6,502,683.93	750,000.00	INTERNAL TRANSFERS - TINA AND KRIS ROGLIERI
INTERNET TRANSFER TO / FROM DDA x4465	5,511,415.00	9,500.00	TRACED TO/FROM PRIME COMMERCIAL LENDING
INTERNET TRANSFER TO / FROM DDA x4541	5,087,625.70	288,000.00	TRACED TO/FROM COMMERCIAL CAPITAL TRAINING GROUP
INVESTEX LTD		25,000.00	
ITEM 9 LABS CORP	465,000.00	25,000.00	
JA JOHNSON	22,500.00		
JACKSON COUNTY A...	25,785.13		
JAMS INC	4,000.00		
JARCON OPENCAST		75,000.00	
JARED S HEGGEM P...	2,105.00		
JEFF PETERSON		1,000,000.00	UNKNOWN - INSUFFICIENT INFORMATION
JIM GIRARD LANDS	3,817.35		
JK TECHNOLOGIES	468,079.98		
JOHNSON ELECTRIC	59,079.93		
JPL HAWAII LLC		25,000.00	
KALISER AND ASSO...		50,000.00	
KARMA DEVELOPERS		35,000.00	
KARN BRIJ		17,500.00	
KEHOE NORTHWEST	35,000.00	35,000.00	
KER VENTURES LLC		75,000.00	
KETAN MASTERS	2,200,000.00	30,000.00	IDENTIFIED AS THIRD PARTY BORROWER SCH 1
KEY STONE PARTNERS		200,000.00	
LAKE EDGES INVESTMENTS		25,000.00	IDENTIFIED AS ADDITIONAL ICA DEPOSITS IN SCHEDULE 2
LAUREN MCGEE	8,333.00		
LAWYERS TRUST FU...		6,110.41	
LEE PALMATEER LASALE	1,750.00		
LEMAR INDUSTRIES		35,000.00	
LFP FINANCIAL LLC	33,400.00	75,000.00	
LI ONE LLC		30,000.00	
LODE CAPITAL	565.00		
LUXURY BAZAAR	260,000.00		LUXURY - WATCHES
MARC F DEMSHOCK	73,769.07		
MARC JANNONE		20,000.00	
MARCK C DAVIS		6,000.00	
MARK PALINES	21,528.66		
MASSON JEAN PIER		1,199,982.50	UNKNOWN - INSUFFICIENT INFORMATION
MATTHEW D THACKER	5,000,000.00	25,000.00	UNKNOWN - INSUFFICIENT INFORMATION
MIAMI VIP MARINE	26,250.00		
MICHAELS WILDER		17,500.00	
MIKE TIMKO	5,000.00		
MIRROR LAKE CONS...	87,000.00	7,000.00	
MOTOS AMERICA, I...		3,035,000.00	IDENTIFIED AS ORIGINAL ICA DEPOSITS SCH 1
MOUNTAIN VIEW HOLDINGS	41,014.25		
MR PAUL STEPHEN		50,000.00	
NATIONAL ADHESIVE		35,000.00	
NATIONAL VALUATION	14,000.00		
NEWLIGHT TECHNOLOGIES		40,000.00	IDENTIFIED AS ORIGINAL ICA DEPOSITS SCH 1
NEWMARK VALUATION	3,500.00		
NEWPORT BEACH AU...	7,500.00		
NORTH SIDE BANK OANS		30,000.00	
NORWELL VENTURES	2,783,653.70		UNKNOWN - INSUFFICIENT INFORMATION
NOVA NET LEASE		35,000.00	

TRANSACTION DESCRIPTION	TOTAL DEBIT	TOTAL CREDIT	BST COMMENTS
NUBRIDGE COMMERC...	166,713.85		COMMERCIAL LENDING
ONE NIGHT HOLDINGS		75,000.00	
ONWARD PARTNERS		50,000.00	IDENTIFIED AS ORIGINAL ICA DEPOSITS SCH 1
P43 HOLDINGS LLC		40,000.00	
PARAGON LOFTS LLC		25,000.00	IDENTIFIED AS THIRD PARTY BORROWER SCH 1
PIITECH INC		35,000.00	
PIPER CAPITAL FU...		12,950,000.00	IDENTIFIED AS ADDITIONAL ICA DEPOSITS IN SCHEDULE 2
PORTSIDE CUSTOMS	301.65		
PRESTON MEADOWS, ...		25,000.00	IDENTIFIED AS ADDITIONAL ICA DEPOSITS IN SCHEDULE 2
PRI TZEDEK LLC		25,000.00	IDENTIFIED AS ADDITIONAL ICA DEPOSITS IN SCHEDULE 2
PRIME CAPITAL VENTURES	600.00	8,421,207.28	UNABLE TO TRACE
PRIME CAPITAL VENTURES - IB x0095		4,300,000.00	TRACED TO PRIME CAPITAL VENTURES IB x0095
PRIME CAPITAL VENTURES - CITI x6945	4,991,000.00	18,155,704.93	TRACED TO/FROM PRIME CAPITAL VENTURES CITI x6945
PRINCETON DEVELOPMENT		75,000.00	
PRIORITY TITLE A...	3,672,067.50		UNKNOWN - INSUFFICIENT INFORMATION
PRIORITYLEADS.COM	3,500.00		
PRIVE PORTER BCC	85,000.00		
PRIVY BRANDS LLC		50,000.00	
PRTI INC		25,000.00	
PV BLOCK 97 LLC	31,500.00	35,000.00	
QUAD CITY	200,000.00		UNKNOWN - INSUFFICIENT INFORMATION
RANCHO COOPOERTIO...		700,000.00	
RBC CAPITAL MARK...	1,000.00	450.00	
REDEEM 18 S MAIN...	200,000.00		IDENTIFIED AS ADDITIONAL ICA DEPOSITS IN SCHEDULE 2
REEVES CAPITAL M...	88.00		
RENNTech INC	110,582.24		POTENTIAL AUTOMOTIVE EXPENSE
REV2 LLC	52,500.00	3,000.00	
RIALPA'S WORLD S...		75,000.00	
RICHEMONT NORTH	60,480.00		
RM AUCTIONS INC		778,364.62	POTENTIAL AUTOMOTIVE EXPENSE
ROCKIES WEST FIN...		75,000.00	
ROCKLAND AUTO TR...	27,150.00		POTENTIAL AUTOMOTIVE EXPENSE
ROOTED DEVELOPMENT		35,000.00	
ROYAL ABSTRACT N...	31,205.50		
ROYAL BANK OF CA LOAN PMT	57,000.00		UNABLE TO TRACE
S2E TECHNOLOGIES		24,980.00	IDENTIFIED AS ADDITIONAL ICA DEPOSITS IN SCHEDULE 2
S2T LLC	142,185.63		
SEQUOIA EXPLORATION		35,000.00	
SEYBURN LAW PLLC	333,333.33		IDENTIFIED AS ORIGINAL ICA DEPOSITS SCH 1
SHALL DO HAYES D...		25,000.00	
SHANE WALLS OR P...		30,000.00	
SHEPPARD MULLIN	499,849.25		IDENTIFIED AS THIRD PARTY BORROWER SCH 1
SHOPPING CENTER		75,000.00	
SIENA DEV LLC		50,000.00	
SINA HOSPITALITY		35,000.00	
SK LAW GROUP LLC	999,999.66		IDENTIFIED AS ADDITIONAL ICA DEPOSITS IN SCHEDULE 2
SKYLER HARTMAN		25,000.00	
SOUTH LAND TITLE	400,000.00		IDENTIFIED AS THIRD PARTY BORROWER SCH 1
SP ALPHA OPPORTUNITIES		1,500,000.00	IDENTIFIED AS ADDITIONAL ICA DEPOSITS IN SCHEDULE 2
SP HARBOR QOZB L...		2,540,000.00	IDENTIFIED AS ADDITIONAL ICA DEPOSITS IN SCHEDULE 2
SPRING FOREST DU...		50,000.00	
SQRL HOLDINGS		4,502,500.00	IDENTIFIED AS ADDITIONAL ICA DEPOSITS IN SCHEDULE 2
SRMG LLC		40,000.00	
STARBOARD REALTY		55,000.00	
STARLIGHT.IO INC		75,000.00	
STILLWATERS DEVELOPMENT		25,000.00	
SUMMIT EQUITIES		45,000.00	

TRANSACTION DESCRIPTION	TOTAL DEBIT	TOTAL CREDIT	BST COMMENTS
SUPERIOR AUTO SA...	126,629.50		POTENTIAL AUTOMOTIVE EXPENSE
SYRACUSE FINANCIAL		25,000.00	
TAMPA AMTRAC ASS...	25,000.00		
TAYLOR MULLEN	25,000.00		
THE 450 PROJECT,...		35,000.00	
THE LANDING AT G...		50,000.00	
THE MIRADOR GROUP		25,000.00	
THE PECORA LLC		75,000.00	
THE STARGATE GROUP		50,000.00	
TIMEPIECE TRADING	670,000.00		LUXURY - WATCHES
TIMOTHY STEVEN R...		30,000.00	
TRACEY AND ADAM	5,000.00		
TRACY A BECKETT	28,000.00		
TRADEWIND	13,694.35		
TRUSS FINANCIAL	3,225,000.00	2,000,000.00	IDENTIFIED AS ADDITIONAL ICA DEPOSITS IN SCHEDULE 2
TS WORLDWIDE LLC	14,000.00		
UNO INVERSIONES	35,000.00	35,000.00	
US FOOD INC	54,415.88		
VANQUISH INVESTMENT	55,000.00	55,000.00	
VB ALLIANCE A/S		74,970.00	
VC FUND	21,418.00		
VCAY.COM		35,000.00	
VIKING CAPITAL M...	3,000.00		
VISBEEN ARCHITECT	215,189.28		HOME DESIGN
WARDMORAN PROPER...		100,000.00	
WELLS FARGO SF...		50,000.00	
WILLIAMS HILL...	3,605.26		
WITHDRAWAL 0411	2,051,632.00		UNABLE TO TRACE
WITHDRAWAL 1246	2,958.20		UNABLE TO TRACE
WITHDRAWAL 2607	140,000.00		UNABLE TO TRACE
WITHDRAWAL 4972	5,600.00		UNABLE TO TRACE
WITHDRAWAL 5529	7,000.00		UNABLE TO TRACE
WITHDRAWAL 6706	14,803.66		UNABLE TO TRACE
WITHDRAWAL 9204	540,878.93		UNABLE TO TRACE
WITHDRAWAL 2391	135,911.23		UNABLE TO TRACE
WITHDRAWAL 60 BURNRES DRIVE	3,036.00		
WITHDRAWAL MILLER KREKLEWET	5,500.00		
WLGT HOLDINGS LLC		150,000.00	
WRIST AFICIONADO	250,110.00		LUXURY - WATCHES
XO GLOBAL LLC	556,812.00		LUXURY - PRIVATE JETS / CHARTERED PLANES
ZY LABS LLC		20,000.00	
Grand Total	\$ 80,686,458.07	\$ 80,686,381.73	

FOOTNOTE:

IT SHOULD BE NOTED THAT SOME OF THE TRANSACTIONS SUMMARIZED ABOVE ARE MADE UP OF MULTIPLE TRANSACTIONS

SCHEDULE 5

COMPASS - CHARLOTTE 1031 LLC v PRIME CAPITAL VENTURES LLC et al

ENTITY - PRIME CAPITAL VENTURES LLC

SOURCE: BANK STATEMENTS FOR CITIBANK x6945 FOR THE PERIOD 09/01/2022 - 12/31/2023 (NO ACTIVITY AFTER MAY 2023)

TRANSACTION DESCRIPTION	TOTAL DEBIT	TOTAL CREDIT	BST COMMENTS
AI DESIGN	529,587.12		POTENTIAL AUTOMOTIVE EXPENSE
ANDREA M CLARKE		12,291,111.70	UNKNOWN - INSUFFICIENT INFORMATION
ASPEN COMMERCIAL LENDING LLC	225,000.00		
BANK OF CALIFORNIA	157,953.08		UNKNOWN ACCOUNT BANC OF CALIFORNIA
BANK OF STOCKTON	87,867.63		UNKNOWN ACCOUNT BANK OF STOCKTON
BARCLAY DAMON LLP	3,900,000.00		IDENTIFIED AS THIRD PARTY BORROWER SCH 1 SHOWS ON FARMER WIRE THAT THIS WAS PAID IN FULL \$600,000 9/27/23
BERONE CAPITAL FUND LP	20,000,000.00		UNKNOWN ACCOUNT SIGNATURE BANK x3581
BLOACK, LONGO, LAMARCA & BRZEZINSKI		2,100,000.00	IDENTIFIED AS ADDITIONAL ICA DEPOSITS IN SCHEDULE 2
BOGLAN DEVELOPMENT LLC - BRADLEY PROJECT		300,000.00	
BONHAMS BUTTERFIELDS TRUST	3,811,000.00		POTENTIAL AUTOMOTIVE EXPENSE
BRANDON WHEELLESS	10,000.00		
CAMSHAFT CAPITAL FUND LP		11,675,000.00	IDENTIFIED AS ORIGINAL ICA DEPOSITS SCH 1
CAMSHAFT CAPITAL FUND LP - TEST WIRE		100.00	IDENTIFIED AS ORIGINAL ICA DEPOSITS SCH 1
CAPITAL FORD INC	88,247.39		POTENTIAL AUTOMOTIVE EXPENSE
CARS USA SHIPPING	218,447.96		POTENTIAL AUTOMOTIVE EXPENSE
CASSELS BROCK AND BLACKWELL LLP	543,098.00		CANADIAN LAW FIRM
CFR CLASSIC LLC	35,251.00		POTENTIAL AUTOMOTIVE EXPENSE
CHARLES W SHOFFNER - TJM PROPERTIES		5,000,000.00	IDENTIFIED AS ADDITIONAL ICA DEPOSITS IN SCHEDULE 2 TJM PROPERTIES, PRIME CAPITAL VENTURES LLC
CHRIS SNYDER	50,000.00		UNKNOWN - INSUFFICIENT INFORMATION
CHRISTOPHER B LOWE - REMITTER		49,000.00	IDENTIFIED AS THIRD PARTY BORROWER SCH 1 SHOWS ON FARMER WIRE THAT THIS WAS PAID IN FULL \$80,000 10/4/23
CJI TRADING LLC		7,000,000.00	IDENTIFIED AS ADDITIONAL ICA DEPOSITS IN SCHEDULE 2
CLAUD M MCBRIDE	50,000.00		
CMTH DEVELOPMENT INC		2,541,000.00	IDENTIFIED AS ADDITIONAL ICA DEPOSITS IN SCHEDULE 2
COM COMPANY LLC	2,000,000.00		UNKNOWN - INSUFFICIENT INFORMATION
COMPASS-CHARLOTTE		15,902,250.00	IDENTIFIED AS ORIGINAL ICA DEPOSITS SCH 1
DANIEL COSGROVE		4,312,500.00	UNKNOWN - INSUFFICIENT INFORMATION
DREFIRMS	25,000.00		
ELLINGSON LLC	275,145.00		
ENTERPRISES MID-SOUTH LLC	250,000.00		
EVE PARK LONDON	6,000,000.00		IDENTIFIED AS ADDITIONAL ICA DEPOSITS IN SCHEDULE 2
EVOLT ENTERPRISES	50,000.00		
FENIX FAM INC	15,000.00		
FIELDPOINT EQUITY INFRASTRUCTURE		800,030.00	IDENTIFIED AS ADDITIONAL ICA DEPOSITS IN SCHEDULE 2
FIELDPOINT EQUITY LLC		299,850.00	IDENTIFIED AS ADDITIONAL ICA DEPOSITS IN SCHEDULE 2
FIRST FED	264,138.89		
FISHER KNOX ENTERPRISES	40,000.00		
FLINT SPRINGS LTD		200,000.00	
FUNDING CIRCLE	113,505.05		
GARDINER ROBERTS LLP	38,552.57		
GARRET B WALES - BUSINESS INVESTMENT		1,000,000.00	IDENTIFIED AS ADDITIONAL ICA DEPOSITS IN SCHEDULE 2
GIA CAPITAL LLC	400,000.00		INVESTMENT ADVISORY FIRM
G-MAN LLC	340,000.00		
GOTTMAN LAW PC	3,700,000.00		UNKNOWN - INSUFFICIENT INFORMATION
HAWTHORNE DEVELOPMENT CORPORATION	40,000.00		

TRANSACTION DESCRIPTION	TOTAL DEBIT	TOTAL CREDIT	BST COMMENTS
HCW BIOLOGICS INC		5,250,000.00	IDENTIFIED AS ORIGINAL ICA DEPOSITS SCH 1
HOWARD LLC	1,700,000.00	1,700,000.00	IDENTIFIED AS ADDITIONAL ICA DEPOSITS IN SCHEDULE 2
HUDSON & HUDSON LLC		1,000,000.00	IDENTIFIED AS ADDITIONAL ICA DEPOSITS IN SCHEDULE 2
ICA DEPOSIT - ALWAYS THERE TRANSPORT CORP		2,600,000.00	IDENTIFIED AS ADDITIONAL ICA DEPOSITS IN SCHEDULE 2
			IDENTIFIED AS ADDITIONAL ICA DEPOSITS IN SCHEDULE 2
ICA FOR PR TZEDEK		1,950,000.00	REFERS TO TRUSS FINANCIAL LLC AS PAYOR
			IDENTIFIED AS ADDITIONAL ICA DEPOSITS IN SCHEDULE 2
ICA FOR PRESETON MEADOWS TEXAS		1,950,000.00	REFERS TO TRUSS FINANCIAL LLC AS PAYOR
ICA TRUST PAYMENT PER EVE PARK LONDON DEVELOPMENT CREDIT AGREEMENT		5,999,975.00	IDENTIFIED AS ADDITIONAL ICA DEPOSITS IN SCHEDULE 2 REFERS TO S2E TECHNOLOGIES INC AS PAYOR
INDIGO PHARMACEUTICAL	10,698,750.00		UNKNOWN - INSUFFICIENT INFORMATION
INTERACTIVE BROKERS LLC	5,600,000.00		TRACED TO PRIME CAPITAL VENTURES IB x0095
ITEM 9 LABS CORP		500,000.00	
JHM LENDING VENTURES LLC		2,200,000.00	IDENTIFIED AS ADDITIONAL ICA DEPOSITS IN SCHEDULE 2
			IDENTIFIED AS THIRD PARTY BORROWER SCH 1 SHOWS ON FARMER WIRE THAT THIS WAS PAID IN FULL \$600,000 9/26/23
KETAN MASTERS		2,600,000.00	
KINGS CO LLC - INTEREST RESERVE ON LOFTS PHASES 2 AND 3 LLC LOAN		2,369,400.00	IDENTIFIED AS THIRD PARTY BORROWER SCH 1 SHOWS ON FARMER WIRE THAT THIS WAS PAID IN FULL \$2,369,400 9/26/23
LABORE ET HONORE LLC		1,508,888.30	IDENTIFIED AS ADDITIONAL ICA DEPOSITS IN SCHEDULE 2
LAKES EDGE DEVELOPMENT GROUP LLC	3,000,000.00	3,000,000.00	IDENTIFIED AS ADDITIONAL ICA DEPOSITS IN SCHEDULE 2 ALSO REFERRED TO AS "PINE RIDGE CONSTRUCTION"
MY T PHAM - LOAN CLOSING		1,526,000.00	IDENTIFIED AS ADDITIONAL ICA DEPOSITS IN SCHEDULE 2
NACLB LLC	20,000.00		
NEW COUNTRY GROUP	2,055,312.00		UNKNOWN - INSUFFICIENT INFORMATION
NEWLIGHT TECHNOLOGIES INC		2,500,000.00	IDENTIFIED AS ORIGINAL ICA DEPOSITS SCH 1
			UNKNOWN - INSUFFICIENT INFORMATION
NORWELL VENTURES	300,000.00		INVESTMENT FIRM
ONWARD HOLDINGS LLC	5,000,000.00		IDENTIFIED AS ADDITIONAL ICA DEPOSITS IN SCHEDULE 2
ONWARD PARTNERS		6,200,000.00	IDENTIFIED AS ORIGINAL ICA DEPOSITS SCH 1
			IDENTIFIED AS ADDITIONAL ICA DEPOSITS IN SCHEDULE 2 SHOWS ON FARMER WIRE THAT THIS WAS PAID IN FULL \$800,000 9/26/23
PLATINUM TIMES LLC	2,225,000.00		LUXURY - WATCHES - Kris had purchased watch and has since turned the watch over by his attorney to the Receiver. Receiver is in receipt of watch.
PRIME CAPITAL ADVENTURES LLC - UNSPECIFIED		500,000.00	UNABLE TO TRACE REFERS TO BOWDEN DOUGLAS AND WELLS FARGO
PRIME CAPITAL VENTURES - HEADE PORATION TRUST CENTER	5,040,000.00	5,040,000.00	UNABLE TO TRACE
PRIME CAPITAL VENTURES - HEADE PORATION TRUST CENTER		999,950.00	UNABLE TO TRACE
PRIME CAPITAL VENTURES - KEYBANK X2233	18,155,704.93	4,991,000.00	TRACED TO KEYBANK X2233
PRIME CAPITAL VENTURES - KEYBANK X4465	121,478.00		TRACED TO KEYBANK X4465
PRIME CAPITAL VENTURES - OPERA CORPORATION TRUST CENTER CITI x6953	12,049,925.00		UNKNOWN ACCOUNT CITI X6953
PRIME CAPITAL VENTURES - OPERA NULL CORPORATION TRUST CENTER CITI x6953		7,371,988.00	UNKNOWN ACCOUNT CITI X6953
PRIME CAPITAL VENTURES - SHORE UNITED BANK x6661	50,000.00		UNKNOWN ACCOUNT SHORE UNITED BANK X6661
PRIME CAPITAL VENTURES - WELLS FARGO x1058	5,000,000.00		UNKNOWN ACCOUNT WELLS FARGO X1058
PRIORITY TITLE AND ESCROW	100,000.00		UNKNOWN - INSUFFICIENT INFORMATION
PROCOIN LIMITED	1,371.00		
QUAD CITY BANK AND TRUST COMPANY	3,094,000.00		UNKNOWN - INSUFFICIENT INFORMATION
RM AUCTIONS	2,000,000.00		POTENTIAL AUTOMOTIVE EXPENSE

TRANSACTION DESCRIPTION	TOTAL DEBIT	TOTAL CREDIT	BST COMMENTS
RM AUCTIONS LIMITED - REFUND OVERPAYMENT		21,001.02	POTENTIAL AUTOMOTIVE EXPENSE
RM INC	2,337,710.00		UNKNOWN - INSUFFICIENT INFORMATION
RM LTD	4,729,745.00		UNKNOWN - INSUFFICIENT INFORMATION
ROBERT B STRUM		2,000,000.00	UNKNOWN - INSUFFICIENT INFORMATION
SCOTT HENDRICKS	197,898.00		
SCOTT OLIVER LAW	4,688,908.00		POTENTIAL AUTOMOTIVE EXPENSE
SEA BEACH CAPITAL	30,000.00		
SELECT PORTFOLIO SERVICING	63,773.83		
SEYBURN LAW PLLC	1,200,000.00		IDENTIFIED AS ADDITIONAL ICA DEPOSITS IN SCHEDULE 2
SK LAW GROUP PLLC - HERITAGE FARM LOAN		2,400,000.00	IDENTIFIED AS ADDITIONAL ICA DEPOSITS IN SCHEDULE 2
SRA-CH RICHLAND II LLC		3,000,000.00	IDENTIFIED AS ADDITIONAL ICA DEPOSITS IN SCHEDULE 2
SUELLEN LESTER		400,000.00	
TIMEPIECE TRADING LLC		125,000.00	LUXURY - WATCHES
TOPGEAR LLC	1,300,000.00		POTENTIAL AUTOMOTIVE EXPENSE
TRUSS FINANCIAL LLC	6,500,000.00	2,590,000.00	IDENTIFIED AS ADDITIONAL ICA DEPOSITS IN SCHEDULE 2
U.S. DOLLAR ACCOUNT SERVICE FEES	715.19		
WAYNAR SCHMIDT - BRIDGE LOAN FOR ANVIL MECHANICAL INC		2,000,000.00	IDENTIFIED AS ADDITIONAL ICA DEPOSITS IN SCHEDULE 2
WILSHIRE FINANCE PARTNERS INC	1,692,663.17		UNKNOWN - INSUFFICIENT INFORMATION
WIRE TRANSFER - RETURNING YOUR SSN		2,344,409.00	IDENTIFIED AS ADDITIONAL ICA DEPOSITS IN SCHEDULE 2
WRIST AFICIONADO	368,000.00		LUXURY - WATCHES
XO GLOBAL LLC	278,320.00		LUXURY - PRIVATE JETS / CHARTERED PLANES
ZELLER INVESTMENT LLC		2,500,000.00	IDENTIFIED AS ADDITIONAL ICA DEPOSITS IN SCHEDULE 2
Grand Total	\$ 142,857,067.81	\$ 143,608,453.02	

FOOTNOTE:

IT SHOULD BE NOTED THAT SOME OF THE TRANSACTIONS SUMMARIZED ABOVE ARE MADE UP OF MULTIPLE TRANSACTIONS

SCHEDULE 6

COMPASS - CHARLOTTE 1031 LLC v PRIME CAPITAL VENTURES LLC et al

ENTITY - BERONE CAPITAL FUND LP

SOURCE: ACCOUNT STATEMENTS FOR RBC x0011 FOR THE PERIOD 5/1/2022 TO 12/31/2023

TRANSACTION DESCRIPTION	TOTAL DEBIT	TOTAL CREDIT	BST COMMENTS
ALEXANDER CAPITAL VENTURES	1,000,000.00		UNKNOWN - INSUFFICIENT INFORMATION
BERONE CAPITAL FUND LP TO/FROM FLAGSTAR x3727	10,527,390.42		TRACED TO BERONE CAPITAL FUND FLAGSTAR x3727
BOIS D'ARC	50,000.00		
CHECK RECEIVED		73,847.53	
GERMAN AMER RETURN WI, BNF ACCT MISMATCH		50,000.00	
LATE STAGE INVESTMENT FUND	100,002.50		
MARTIN KARO ESQ IOLTA	6,000,000.00		UNKNOWN - INSUFFICIENT INFORMATION
MATTHEW CUMMINGS	50,000.00		
PHOENIX AMERICAN	1,700,000.00		UNKNOWN - INSUFFICIENT INFORMATION
PRIME CAPITAL VENTURES LLC - TO/FROM KEYBANK x2233	1,865,000.00		TRACED TO PRIME CAPITAL VENTURES LLC KEYBANK x2233
SIGNATURE BANK NY		21,000,000.00	UNABLE TO TRACE
SIGNATURE BANK NY - FROM BCF FLAGSTAR x3727		441,303.00	TRACED FROM BERONE CAPITAL FUND LP FLAGSTAR x3727
Grand Total	\$ 21,292,392.92	\$ 21,565,150.53	

FOOTNOTE:

IT SHOULD BE NOTED THAT SOME OF THE TRANSACTIONS SUMMARIZED ABOVE ARE MADE UP OF MULTIPLE TRANSACTIONS

SCHEDULE 7

COMPASS - CHARLOTTE 1031 LLC v PRIME CAPITAL VENTURES LLC et al

ENTITY - BERONE CAPITAL FUND LP

SOURCE: BANK STATEMENTS FOR FLAGSTAR x3727 FOR THE PERIOD 6/1/2022 TO 12/31/2023

TRANSACTION DESCRIPTION	TOTAL DEBITS	TOTAL CREDITS	BST COMMENTS
ALEXANDER STONE	\$ 5,000.00		
AMY RICART DE RUIS	30,000.00		
ANA MULTA RUIZ	3,742.72		
LUXURY - PURCHASES	154,000.00		LUXURY - PURCHASES
POTENTIAL AUTOMOTIVE EXPENSE	690,909.03		POTENTIAL AUTOMOTIVE EXPENSE
BANK OF AMERICA		14,955.00	UNABLE TO TRACE
BENEFICIARY TRANSIT NUMBER	1,950.00		
BERONE CAPITAL FUND LP		5,900,000.00	THIS CAME FROM AN UNKNOWN ACCOUNT
BERONE CAPITAL FUND LP TO/FROM RBC x0011	441,303.00	10,527,390.42	TRACED TO/FROM BERONE CAPITAL FUND LP RBC x0011
BERONE CAPITAL FUND LP TO/FROM TDx1876	1,326,288.34		TRACED TO/FROM BERONE CAPITAL LLC TD x1876
CAROY GROUP, S. R. L.	4,108.71		
DANILO MUSIC SRL	36,010.37		
DEPOSIT		330,000.00	UNABLE TO TRACE
EDGAR JOEL URENA DIAZ	3,087.00		
FLORIDA A M UNIVERSITY FOUNDATION	120,000.00		
FOWLER O'QUINN FEENEY AND SNEED	219,593.00		LAW FIRM
HUGOPOL CONSTRUCCIONES SRL.	2,750.00		
ID TECH LLC	33,300.00		
JACKSON STATE UNIVERSITY	120,000.00		
LUXURY - PRIVATE JETS / CHARTERED PLANES	100,000.00		LUXURY - PRIVATE JETS / CHARTERED PLANES
LISANDER LARA PENA	1,652.00		
MARCELLA MCCRAKIN	15,000.00		
MARTIN KARO, ESQ IOLTA	11,800,000.00		UNKNOWN - INSUFFICIENT INFORMATION 2 OUTGOING WIRES OF \$5,900,000 EACH TO CHASE x0137 AND x3169
OMEGA 14 INC	300,000.00		
ONLINE TRANSFER TO X5292	19,193.00		BERONE CAPITAL FUND LP FLAGSTAR x5292
PBL 5JS HOLDINGS INC	110,900.00		
PHOENIX AMERICAN FINANCIAL SERVICE	850,000.00		UNKNOWN - INSUFFICIENT INFORMATION
PRESLEY JUNIOR VASQUEZ	2,750.00		
PURE 100, SRL	212,418.80		
REGISTRATION (RNC) NUM X5711	6,060.00		
ROLLING STONE MEDIA LLC	12,600.00		
TROPICAL REALTY PC SRL	149,729.45		
Grand Total	\$ 16,772,345.42	\$ 16,772,345.42	

FOOTNOTE:

IT SHOULD BE NOTED THAT SOME OF THE TRANSACTIONS SUMMARIZED ABOVE ARE MADE UP OF MULTIPLE TRANSACTIONS

SCHEDULE 8

COMPASS - CHARLOTTE 1031 LLC v PRIME CAPITAL VENTURES LLC et al

BERONE CAPITAL LLC

SOURCE: BANK STATEMENTS FOR TD BANK x1876 FOR THE PERIOD 1/1/2022 TO 12/31/2023

TRANSACTION DESCRIPTION	TOTAL DEBITS	TOTAL CREDITS	BST COMMENTS
ATM WITHDRAWAL	20,049.37		UNABLE TO TRACE
POTENTIAL AUTOMOTIVE EXPENSE	63,718.39		POTENTIAL AUTOMOTIVE EXPENSE
AUTOMOTIVE EXPENSES	19,599.96	22,350.00	
BANK OF AMERICA	4,000.00		
BELLON BAVARO	560.27		
BERONE CAPITAL L -ACH SETTLEMENT	10,200.00	10,200.00	
BERONE CAPITAL L	36,017.60		UNABLE TO TRACE
BLOOMBERG FINANCE LP	25,563.40		
CAPITAL FUND LAW GROUP	470.00		
CAPITAL ONE	683.98		
CEPM PLAZA FRIUSA	1,555.45		
CHRISTOPHER BLANDING	5,500.00		
CLARO CAC PUNTA CANA	614.69		
COMCAST	5,062.78		
COMERCIAL DANNY	1,231.72		
CREDIT CARD	63,866.76		
DEBIT	14,000.00		UNABLE TO TRACE
DELAWARE DMV	12,069.00		
DEPOSIT		3,353.00	
DINING - FOOD	6,824.07		
ENTERTAINMENT	15,552.00		
FABIAN STONE	30,000.00	30,000.00	
FINRA	590.00		
IN STATE POLICE SEARCH	16.32		
INVER HOSKING	299.18		
JW LEE INC	1,900.00		
JEREMIAH BEGUESSE	5,000.00		
KYRA A LYNN ESQ	1,040.00		LAW OFFICE
LIGHTHOUSE LIFE CAPITAL, LLC	199,500.00		BUYS LIFE INSURANCE POLICIES
LIGHTHOUSE LIFE DISTRIP		5,950.00	
LIZBETH MAYORGA	60,000.00		
LOLELIFE	145.52		
LUXURY - PURCHASES	4,699.90		LUXURY - PURCHASES
MARBA DOMINICANA	4,118.32		
NICHOLAS A LOTITO IOLTA	10,000.00		
PAFS-LHL1 DISTRIB.		11,900.00	
PANDA DOCE CLUB	308.31		
PERSONAL EXPENSE	20,211.70	2,434.82	PERSONAL - EXPENSES
PRESLEY VASQUEZ IAT	704.99		
PRICELINE TVL PROTECT	78.00	78.00	
PROVISIONAL CREDIT		1,538.24	
PUBLIC STORAGE	2,200.00		
QT 713	128.92		
RBC CAPITAL MARK RBC		48,753.13	
THE SET ENTERPRISES	406.00		
BERONE CAPITAL LLC TD X6689	623,783.36	148,966.05	BERONE CAPITAL TD X6689
TRANSFER TO / FROM TD CHECKING X6800	6,797.10	5,530.00	UNABLE TO TRACE
BERONE CAPITAL LLC TD x7006	357,371.62	15,000.00	BERONE CAPITAL LLC TD x7006
BERONE CAPITAL FUND LP FLAGSTAR X3727		1,326,288.34	BERONE CAPITAL FUND LP FLAGSTAR X3727
PERSONAL - TRAVEL	24,869.49		PERSONAL - TRAVEL
TWIN PEAKS	305.66		
VITRINAS RAQUEL	1,355.87		
Grand Total	\$ 1,662,969.70	\$ 1,632,341.58	

FOOTNOTE:

IT SHOULD BE NOTED THAT SOME OF THE TRANSACTIONS SUMMARIZED ABOVE ARE MADE UP OF MULTIPLE TRANSACTIONS

SCHEDULE 9

COMPASS - CHARLOTTE 1031 LLC v PRIME CAPITAL VENTURES LLC et al

ENTITY - PRIME COMMERCIAL LENDING

SOURCE: BANK STATEMENTS FOR KEYBANK x4465 FOR THE PERIOD 3/1/2022 TO 12/31/2023

TRANSACTION DESCRIPTION	TOTAL DEBIT	TOTAL CREDIT	BSI COMMENTS
18 SIERRA FINANCE	9,520.50		
677 PRIME	407.80		
9 MAPLE AVE	197.75		
AACFB	1,798.00		
ADVENTURE COMMER	3,920.00		
ALL PURPOSE LEND	7,500.00		
ALTA COMMERCIAL	540.00		
AMBRO MANU	22,938.77		
AMBROSIA DINER	85.68		
AMERICAN-FINANCE	12,000.00		
ANDERSON CAPITAL	160.00		
ANDREW ALTSCHULE	800.00		
ARF FINANCIAL		12,710.54	
ASCENT LAW LLC	300.00		
ASPEN CAPITAL	55,890.00		
ATLAS FINANCE SO	1,224.00		
ATM	408.00		
POTENTIAL AUTOMOTIVE EXPENSE	98,805.43		POTENTIAL AUTOMOTIVE EXPENSE
AUTOMOTIVE EXPENSE	916.95		CAR EXPENSE - GAS AND WASH
B2B FINANCING		3,500.00	
BANC OF CALIFORNIA	5,531.46		
BAYVIEW ASSET		46,711.50	
BEDFORD FINANCIAL	600.00		
BHB FUNDING	6,250.00	51,225.00	
BK AMER NYC		11,496.00	
BLESSING CAPITAL	1,372.50		
BRANDON WHEELESS	25,000.00		
BRIGHTVIEW COMME	12,540.00		
CAPITAL PARTNERS		214,348.52	
CAPITALAX LLC	2,000.00		
CHARIS COMMERCIAL	8,050.00		
CHARLES ANDERSON	16,720.00		
CHICAGO TITLE CO		2,956.80	
CISION-PRNE	905.00		
CLEARPOINT CAPIT	1,000.00		
COLLECTION PAYMENTS	876.60		
COMMERCIAL CAPIT	5,193.00		
COOK KEITH DAVI	1,700.82		
CORELOGIC CREDC	8,903.54		
COTE KOREAN STE	4,058.50		
COTE MIAMI	4,320.00		
CPH LLC	2,000,000.00		UNKNOWN - INSUFFICIENT INFORMATION
CROSS COMMERCIAL	9,405.00		
CTI CHICAGO METR		24,853.13	
CULLEN AND DYKMA	75,000.00		LAW FIRM
DAL COMMERCIAL C	14,400.00		
DELAWARE CORP &	300.00		
DEPOSIT		60,915.00	
DIFFERENT DRUMM ALBANY	867.75		
DINING - FOOD	20,188.91		
DORRA FINANCIAL	500.00		
EAST SIDE LOUNG	162.32		

TRANSACTION DESCRIPTION	TOTAL DEBIT	TOTAL CREDIT	BSI COMMENTS
ELEVATE CAPITAL	10,768.00		
ENTERPRISE FUNDING	3,160.00		
ERIK J MARTIN	7,068.32		
EXA JOE'S KWIK MARTS	105.67		
EXOTICARE	550.00		
EXPRESS TRA SAINT LOUIS	1,438.80		
FAINE ENTERPRISES	700.00		
FALL CREEK FINAN	2,934.00		
FEDERAL RESERVE		1,452.40	
FIRST INTERNATIO		2,340.00	
FISCHER KNOX ENT	9,728.53		
FUN MONEY VENTURES	700.00		
FUNDATION OPS		2,084.53	
GARY LOCKWOOD	23,517.83		
GEMINI TITLE AND		15,040.00	
GLOBAL PRIVATE	252.37		
GOOP MAUNA LANI WAIMEA	110.77		
GOTHAM ABSTRACT		6,100.00	
GRAFTON FUNDING	480.00		
GREENLIGHT COMME	750.00		
HEART PINE CAPITAL	360.00		
HOGAN LOVELLS	400,000.00		LAW FIRM
IAN TUCKER MANAGEMENT	1,920.00		
INIFINITY LENDING	5,300.00		
INTERNAL	1,378,047.05		UNABLE TO TRACE
TINA AND KRIS ROGLIERI KEYBANK x2848	51,700.00	433,924.90	TINA AND KRIS ROGLIERI JOINT KEYBANK x2848
INTERNET TRANSFER TO/FROM DDA x0768	23,450.00	7,500.00	UNABLE TO TRACE
INTERNET TRANSFER TO/FROM DDA x2134	32,000.00	62,100.00	UNABLE TO TRACE
PRIME CAPITAL VENTURES KEYBANK x2233	9,500.00	5,511,415.00	PRIME CAPITAL VENTURES KEYBANK x2233
COMMERCIAL CAPITAL TRAINING GROUP LLC KEYBANK x4541	397,000.00	82,000.00	COMMERCIAL CAPITAL TRAINING GROUP LLC KEYBANK x4541
TINA AND KRIS ROGLIERI KEYBANK x5837	18,000.00		TINA AND KRIS ROGLIERI JOINT KEYBANK x5837
J AND S FINANCIA	1,200.00		
JADE EMERALD CAP	680.00		
JAMES A FAUCI AT	3,000.00		
JEFFREY J. WALKE		3,000.00	
JHF CAPITAL	12,100.00		
KEY MERCHANT	10,080.89	87,190.00	
LAUREN MCGEE	15,666.00		
LAW OFFCIE OF SC		3,827.00	
LEE PALMATEER LASALE	950.00		
LNS GROUP LLC	45,500.00	240.00	
LODE CAPITAL LLC	18,000.00		
LOPORTO RISTORA TROY	603.48		
LOTUS COMMERCIAL	10,000.00		
LUXURY - PRIVATE JETS / CHARTERED PLANES	101,000.00		PRIVATE JETS AND CHARTERED PLANES
LUXURY - PURCHASES	178,579.90		LUXURY PURCHASES
LUXURY - WATCHES	111,000.00		LUXURY WATCHES
MC HOTEL NETWO EASYSAVINGS		9.72	
MEANS COMMERCIAL	5,000.00		
MERCH BNKCD NSD FEE	95.55		
MERIT TITLE LLC		2,556.00	
MICHAEL A REED		3,695.00	
MIRROR LAKE CONS	7,000.00		
MONTEREY COMMERC	10,800.00		
NEW ANGLE CAPITA	526.00	526.00	
NEWCOAST CAPITAL	308.66		
NORTHERN TITLE A		10,100.00	

TRANSACTION DESCRIPTION	TOTAL DEBIT	TOTAL CREDIT	BST COMMENTS
NORTHFIELD REALT	329.00	329.00	
NUSRET NEW YORK	3,065.86		
OAKMONT COMMERC		34,073.80	
OCEANVIEW ACQUISITION		31,625.76	
OCEANVIEW LIFE A		9,180.00	
ONE FUNDER INC		63,800.00	
ONELAKESIDE ASPEN	558.94		
ORYX CAPITAL SOL	450.00		
OTIS ATGRPH MAR	1,231.41		
OUTDOOR FINANCIAL	2,221.93		
OUTSIDE THE BOX	1,650.00		
PAC WESTERN FINANCIAL	1,564.00		
PARRISH FUNDING	520.00		
PARSONSKELLOGG	4,335.00		
PAYPAL - ACCESS	297.00		
PAYPAL - FATJOE	101.99		
PAYPAL - VALUECA	7,329.98		
PEARL TOWER ASSO	27,946.10		
PENSION PROS	500.00		
PERSONAL - TRAVEL	112,695.23	3,759.25	PERSONAL TRAVEL EXPENSES
PET EXPENSES	365.50		
POSTED ITEM CORRECTION		4,095.00	
PRIME CAPITAL VENTURE CITI x6945		121,478.00	TRACED TO PCV CITIBANK x6945
PRIME COMMERCIAL		1,500.00	
PRIME COMMERCIAL LENDING MRCH SRV	236.39		
PRIVATE CAPITAL	1,300.00		
PRIVATE CLIENT C	1,500.00		
PROSPER FIRST FU	4,620.00		
PURCHASES - ELECTRONICS	86.38		
PURCHASES - PERSONAL	1,389.91		
QUAINT OAK BANK		11,500.00	
QUEENSBURY	529.65		
RAM CAPITAL SOLU	940.00		
RED ROCK ADV RO LAS VEGAS	2,032.87		
REEVES CAPITAL	13,386.00		
RENNERT VOGEL		42,675.00	
RES TITLE INC		18,680.00	
REXFORD COMMERC	450.00		
RIGHT COMMERCIAL	1,500.00		
ROBERT CROSS	1,502.00		
ROTAY CAPITAL FI	2,000.00		
ROYALL CAPITAL F	990.00		
RUSTWOOD CAPITAL	2,341.00		
SAIF DAGHESTANI	585.00		
SARATOGA CAPITAL	84,327.30		ASSET MANAGEMENT GROUP
SBF FINANCE AND	18,400.00		
SERVICELINK		14,050.00	
SILVER HILL FUND	84,065.00	8,940.00	FINANCE BROKERS (LOCATED IN FL)
SPARTAN BUSINESS		29,600.00	
SPARTAN TOWING C	12,345.00		
SPEARING	285.00		
SPEED FUNDING	4,500.00		
SPEEDWAY	197.49		
SQUARE INC	0.01	12,953.18	
STEVENSON CAPITA	3,192.00		
STRIPE		28,310.08	
SUPERIOR EXECUT	1,082.53		

TRANSACTION DESCRIPTION	TOTAL DEBIT	TOTAL CREDIT	BST COMMENTS
THE NEW YORK RA	972.00		
THE NORTH DAKOTA		5,747.00	
TITANIUM CAPITAL	3,600.00		
TONY FERRI	1,620.00		
TREVOR COLE COMM	6,750.00		
TRIPLE CAPITAL	18,901.50		
TSALACH LLC	11,718.50		
USILIACS DBA TITA	4,000.00		
VALERO 7 ELEVEN KING CITY	60.43		
VALUE ASSIST CAP	502.00		
VANTAGE		34,584.23	
WF PERIGO		2,118.60	
WKI*CTCORPORATI	1,569.00		
Grand Total	\$ 5,813,529.00	\$ 7,142,815.94	

FOOTNOTE:

IT SHOULD BE NOTED THAT SOME OF THE TRANSACTIONS SUMMARIZED ABOVE ARE MADE UP OF MULTIPLE TRANSACTIONS

EXHIBIT "B"

LEMERYGREISLER LLC
A T T O R N E Y S A T L A W

Paul A. Levine, Member
plevine@lemerygreisler.com
Ph: (518) 433-8800 ext. 313

March 25, 2024

VIA E-MAIL
TMcnamara@certilmanbalin.com

Thomas J. McNamara, Esq.
Certilman Balin Adler & Hyman, LLP
90 Merrick Avenue – 9th Floor
East Meadow, New York 11554

Re: Compass-Charlotte 1031, LLC v. Prime Capital Ventures, LLC, et al.
24-cv-00055

Dear Tom:

Please have your clients produce for me:

1. All documents in their possession relating to the investments set forth on the schedule sent to me which I attached as Exhibit "5" to my declaration in opposition to your motion to vacate the receivership as to Berone including account statements, prospectuses, and any other documents that would allow me to investigate how to liquidate the investments.
2. All paper banking records relating to the Berone Defendants.
3. All financial records as to the Berone Defendants such as, but not limited to, profit and loss statements, check registers, income and expense statements and balance sheets.
4. All email communications, text messages and any other correspondence with Prime Capital Ventures, LLC, Kris Roglieri and / or Kimberly Humphrey.
5. The titles, registrations and proof of insurance, as well as the location, for the Ferrari and Rolls Royce.

677 Broadway, 8th Floor
Albany, New York 12207
518.433.8800

www.LemeryGreisler.com

March 25, 2024

Page -2-

6. Records of all funds received by Berone from Prime Capital Ventures, LLC.
7. Records of all funds received by Berone from Prime Capital Ventures, LLC that were transferred elsewhere including, but not limited to, Reign and / or Martin Karo.
8. The physical location of the “basement” office you referenced at the court hearing, who owns the property and how I may obtain access for purposes of inspecting and taking possession of records.
9. Any communications from any Berone client indicating that the Receivership is or has created an impediment to their account and, if any losses are claimed, provide supporting documentation quantifying and evidencing the loss. As I said in my papers in opposition to the motion and at court, I am prepared to work with your clients so that its unrelated clients are not prejudiced. If they wish to do this, please provide this information and contact me.
10. All records related to the Berone Defendants opening of any accounts for Prime Capital Ventures, LLC.
11. All documents relating to the Berone Defendants' due diligence process for vetting clients or investors, and all due diligence performed relating to Prime Capital Ventures, LLC or Kris Roglieri.
12. Any records of compliance procedures, internal audits, or investigations related to Prime Capital Ventures, LLC's accounts or transactions.
13. Detailed logs or records of all transactions conducted on behalf of Prime Capital Ventures, LLC, including dates, amounts, counterparties, and any associated fees or charges.
14. Any risk assessments or evaluations conducted by the investment firm regarding Prime Capital Ventures, LLC's investment profile, risk tolerance, and suitability for certain investment products or strategies.
15. Electronic audit trails or logs documenting user activity and system access related to Prime Capital Ventures, LLC's account.

March 25, 2024

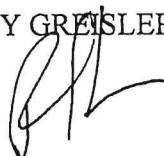
Page -3-

16. Any agreements or arrangements between the Berone Defendants and third parties (such as other financial institutions, advisors, or service providers) that may be relevant to Prime Capital Ventures, LLC's accounts or transaction.

Given that I need to file a report with the Court on or before April 18th, I request your clients' prompt response to these requests.

Very truly yours,

LEMERY GREISLER LLC



Paul A. Levine

PAL:ph

cc: William Esser, Esq. (Via E-mail)

EXHIBIT "C"

To: Paul A. Levine, Lemery Greisler LLC
From: Berone Defendants

This is in response to the Receiver's request for information and documents contained in the Receiver's letter to Berone's counsel dated March 25, 2024. For ease of reference, I have reiterated the requests below using the same numbering given in the letter, and Berone's responses to each request follow directly below:

Request #1: All documents in their possession relating to the investments set forth on the schedule sent to me which I attached as Exhibit "5" to my declaration in opposition to your motion to vacate the receivership as to Berone including account statements, prospectuses, and any other documents that would allow me to investigate how to liquidate the investments.

Response to #1: There is another investor that is subscribed to Berone Capital Fund LP: "P. Holdings" (name redacted to protect investor identity), who made an initial investment of \$1,000,000.00.¹ Attempting to liquidate this investment would cause proportional damage to this investor, that has nothing to do with Plaintiff's ICA deposit or Prime Capital Ventures. As per the liquidation, there is a legitimate process to follow based on the contractual obligations between Berone Capital Fund LP and the various Administrators so as not to cause harm to another investor in the Fund. See Exhibit A attached.

Request #2: All paper banking records relating to the Berone Defendants.

Response to #2: We never received paper bank statements and relied entirely on electronic access for banking records. As a result of the Receivership Order, we can no longer access those electronic records via online banking portals. The Receiver is already in possession of TD Bank

¹ Unredacted names will be provided upon agreement of Receiver not to file them publicly, in order to preserve client/investor privacy.

statements and Signature Bank statements. In fact, our relationship with TD Bank was terminated as a result of the Receivership. See Exhibit B attached.

Request #3: All financial records as to the Berone Defendants such as, but not limited to, profit and loss statements, check registers, income and expense statements and balance sheets.

Response to #3: All access to financial portals, where we would obtain copies of such financial records, has been terminated due to the appointment of a Receiver. Please refer to RBC Capital Market, Signature Bank and TD Bank documents already in the Receiver's possession. See the attached Exhibit C for records of overdue notices and collections actions.

Request #4: All email communications, text messages and any other correspondence with Prime Capital Ventures, LLC, Kris Roglieri and / or Kimberly Humphrey.

Response to #4: Attached at Exhibit D are text message and email communications.

Request #5: The titles, registrations and proof of insurance, as well as the location, for the Ferrari and Rolls Royce.

Response to #5: There is no proof of insurance as it has not been paid since the appointment of Receiver. The vehicles were not purchased with Prime's money; they were purchased from amounts which Berone earned as fees and expenses. See the attached Exhibit E for documents regarding the unpaid insurance.

Request #6: Records of all funds received by Berone from Prime Capital Ventures, LLC.

Response to #6: Without any access to our online banking portal, please rely on the Signature Bank, TD Bank and RBC Capital Market statements in the Receiver's possession to verify that only \$20M was ever received by Berone Capital Fund LP from Prime Capital Ventures, LLC.

Request #7: Records of all funds received by Berone from Prime Capital Ventures, LLC that were transferred elsewhere including, but not limited to, Reign and / or Martin Karo.

Response to #7: No funds were transferred by Berone Capital Fund LP elsewhere on behalf of Prime Capital Ventures. Transfers were made on the request of Prime Capital Ventures through its RBC entity account in the name of Prime Capital Ventures. See attached at Exhibit F.

Request #8: The physical location of the "basement" office you referenced at the court hearing, who owns the property and how I may obtain access for purposes of inspecting and taking possession of records

Response to #8: We have entirely lost the use of this home office due to the inability to pay for utilities to service this office. As a result, the books and records are now maintained at my apartment in Miramar, Florida. Attached as Exhibit G are our home office overdue notices.

Request #9: Any communications from any Berone client indicating that the Receivership is or has created an impediment to their account and, if any losses are claimed, provide supporting documentation quantifying and evidencing the loss. As I said in my papers in opposition to the motion and at court, I am prepared to work with your clients so that its unrelated clients are not prejudiced. If they wish to do this, please provide this information and contact me.

Response to #9: Attached as Exhibit H are two such e-mail communications. Additionally, the following clients of Berone Capital LLC have expressed the following concerns via telephone:

- Anthony W. transitioned from his role and would like to discuss restricted company stock that will be coming online soon and what our strategy moving forward will be. He also wants to add silver and gold positions to this IRA;
- Jamil E. who worked at VMWare(bought out by Broadcom) has left his role at VMWare with a substantial sized 401(k) he will need to transition. We are running

up against the deadline to transfer his assets to his account as we are at 45 days out of 60 days to complete this transfer;

- Tracie E. (Nurse Practitioner) would like to discuss the lack of servicing for her IRA this quarter as she would like to increase her contributions in order to max out her IRA FY '24;
- Leonardo B. needs to discuss strategy on what to do with potential real estate windfall and his outstanding Credit Access Line and servicing.
- Ryan Y. S., is looking to add Bitcoin exposure utilizing some currently approved ETFs for his individual and IRA accounts. Also, he would like to discuss portfolio repositioning;
- Prospective client Richard P., a referral from Jamil E., has reached out looking for advice on 401k transition also;

We have also lost opportunities to pursue clients that could have invested approximately \$34,000,000.00 as a result of this Receivership. The names of these potential clients, along with their intended investment amount, are listed below, redacted as they are high-profile accredited investors that value privacy:

- William R., musician, \$5,000,000
- Jay W.J., musician, \$5,000,000
- Stephen J., athlete, \$2,000,000
- Josh P., athlete, \$1,000,000
- U.R., musician, \$5,000,000
- Y.B., music group, \$1,000,000
- Todd G., athlete, \$5,000,000
- N.C., musician, \$3,000,000
- Sterling H., athlete, \$5,000,000
- Chris H., athlete, \$2,000,000
- **Total: \$34,000,000**

Request #10: All records related to the Berone Defendants opening of any accounts for Prime Capital Ventures, LLC.

Response to #10: See attached at Exhibit I.

Request #11: All documents relating to the Berone Defendants' due diligence process for vetting clients or investors, and all due diligence performed relating to Prime Capital Ventures, LLC or Kris Roglieri.

Response to #11: Due diligence related to Prime Capital Ventures, LLC and Kris Roglieri included but not limited to OFAC, corporate, individual and internet searches. See attached at Exhibit J. Berone Capital Fund LP also relies on the representations made by Prime Capital in our subscriptions agreement, including but not limited to the representation that the source of funds for the investment is "earnings" (provided in response to #1 above). In addition, Berone Capital LLC relies on representations in account applications that source of funds is "operating income" (provided in response to #10 above).

Request #12: Any records of compliance procedures, internal audits, or investigations related to Prime Capital Ventures, LLC's accounts or transactions.

Response to #12: See attached at Exhibit K.

Request #13: Detailed logs or records of all transactions conducted on behalf of Prime Capital Ventures, LLC, including dates, amounts, counterparties, and any associated fees or charges.

Response to #13: The only transactions conducted on behalf of Prime Capital Ventures are done in its entity account through Berone Capital LLC the Registered Investment Advisor. See attached as Exhibit L. There are no transactions conducted on behalf of Prime Capital Ventures through Berone Capital Fund LP. Berone Capital Fund LP is a registered Hedge Fund with the SEC(Securities and Exchange Commission). Berone Capital Fund LP when in receipt of deposits

from subscribers, operates within its offering documents on behalf of Fund objectives and mandates. Prime Capital Ventures LLC is a subscriber to the Berone Capital Fund LP which provides Special Powers of Attorney to invest on behalf of the Fund objectives. Please see offering documents for Berone Capital Fund LP (provided in response to request #1). There is also another subscriber to Berone Capital Fund LP that is being damaged by the Receivership (P. Holdings, referred to above in response to request #1).

Request #14: Any risk assessments or evaluations conducted by the investment firm regarding Prime Capital Ventures, LLC 's investment profile, risk tolerance, and suitability for certain investment products or strategies.

Response to #14: Berone Capital Fund LP does not make investment allocations based on individual risk profiles. An individual risk profile (i.e., for Berone Capital LLC clients) includes target date to retirement, individual goals and objectives and whether an individual is aggressive, moderate or conservative. Berone Capital Fund LP's risk factors are included in our offering document and attested to through our subscription agreement, which was already provided in response to # 1 above (Exhibit A).

Request #15: Electronic audit trails or logs documenting user activity and system access related to Prime Capital Ventures, LLC's account.

Response to #15: RBC Capital Markets, not Berone, will have audit trails or logs documenting user activity and system access related to Prime Capital Ventures, LLC's account. The Receiver already gained access to Prime's only entity account at RBC Capital Markets. It is recommended the Receiver reach out to RBC Capital Markets as they are the ones who create and maintain the accounts, not Berone, and would have user activity and system access related to Prime Capital Ventures LLC's account.

Request #16: Any agreements or arrangements between the Berone Defendants and third parties (such as other financial institutions, advisors, or service providers) that may be relevant to Prime Capital Ventures, LLC's accounts or transaction.

Response to #16: There are none.

Dated: April 12, 2024



—
Jeremiah Beguesse

EXHIBIT "D"



BERONE
CAPITAL

BERONE CAPITAL FUND LP
for benefit of :

Prime Capital Ventures, LLC
66 South Pearl Street
10th Floor
Albany NY 12207
UNITED STATES
Attn: Kris Roglieri

Partnership Account

Your Financial Advisor

Jeremiah Beguesse
3595 Canton RD
Suite 312-223
Marietta GA 30066
Telephone:
E-mail:

ACCOUNT STATEMENT

December 1, 2023 - December 26, 2023

Account number:

Page 1 of 1

ACCOUNT VALUE SUMMARY

	THIS PERIOD	THIS YEAR
Beginning account value	\$ 52,414,000.00	
Deposits	0.00	
Withdrawals	0.00	
Taxable income	0.00	
Change in asset value	50,000.00	
Ending account value	\$ 52,364,000.00	

Estimated annualized income

YOUR MESSAGE BOARD

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If you have any questions, please reach out to your financial advisor.

EXHIBIT "E"



BERONE
CAPITAL

BERONE CAPITAL FUND LP
3595 CANTON RD / STE 312-223
MARIETTA GA 30066

YD0GA
BC1

Partnership Account

Your Financial Advisor

Jeremiah Beguesse
3595 Canton RD
Suite 312-223
Marietta GA 30066
Telephone:
E-mail:



ACCOUNT STATEMENT

NOVEMBER 1, 2022 - NOVEMBER 30, 2022

Account number:

Page 1 of 11

ACCOUNT VALUE SUMMARY

	THIS PERIOD	THIS YEAR
Beginning account value	\$11,011,554.01	\$0.00
Deposits	441,303.00	21,441,303.00
Withdrawals	-5,900,020.00	-15,914,799.45
Taxable income	11,001.56	12,942.85
Change in asset value	7,489.80	31,881.97
Ending account value	\$5,571,328.37	\$5,571,328.37

Estimated annualized income \$10,164.00

Please see "About Your Statement" on page 2 for further information.

YOUR MESSAGE BOARD

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Account number:

Page 2 of 11

BERONE CAPITAL FUND LP
3595 CANTON RD / STE 312-223

GO PAPERLESS – Certain client documents are available for electronic delivery by accessing your account online at www.RBCAdvisorConnect.com. Upon signing up for this service, you will choose which documents you do not want to receive in the mail. You will then be notified by email when they are available for viewing and printing via the Internet. You may change your paperless elections at any time by going to the Suppress Mailings link on the website.

ABOUT YOUR ACCOUNT – This brokerage account statement is provided by RBC Capital Markets, LLC (RBC). RBC provides brokerage and custody services to you or to your advisor listed on this statement. RBC does not endorse or recommend any advisor or investment strategy for your account. The advisor, if listed, is responsible for all investment advisory services for your account. RBC only provides brokerage and custody services related to this account and has no responsibility to monitor the suitability of any trading activity by an advisor. Inquiries concerning the positions and balances in your account may be directed to us at 612-371-7830. All other inquiries regarding your account or the activity therein should be directed to your advisor. RBC may provide other products and services to your advisor that are unrelated to your account. The amount charged to the advisor by RBC for these additional products and services may be based in part on the amount of assets placed in RBC brokerage accounts, and therefore your advisor may have an incentive to recommend or require its clients to maintain brokerage accounts at RBC.

Securities in your account are protected up to \$500,000 (cash up to \$250,000) by the Securities Investor Protection Corporation (SIPC). RBC has purchased an additional policy covering up to \$99.5 million per SIPC qualified account, subject to a total maximum aggregate for RBC of \$400 million. This protection applies to the physical loss or destruction of your securities; it does not apply to any decline in the market value of your securities. Other investments shown on your statement but not held at RBC may not be protected by the SIPC or private insurance policies purchased by RBC. Certain investments and transactions are ineligible under SIPC such as commodity futures contracts and currency, as well as investment contracts (such as limited partnerships), fixed annuity contracts that are not registered with the U.S. Securities and Exchange Commission under the Securities Act of 1933 and foreign currency transactions. For more details, please talk to your advisor, contact SIPC for a brochure by calling 202-371-8300 or visit www.sipc.org.

All securities that we hold for you that are not registered in your name ("street name" securities) are commingled with identical securities being held for other clients. In the event that any such securities are "called" by the issuer, we will determine which clients' securities are redeemed using an impartial selection system, as required by Financial Industry Regulatory Authority (FINRA) rules. RBC's lottery procedures for callable securities may be found on our website at <https://www.rbcclearingandcustody.com/en-us/legal> under "Partial Redemption of Callable Securities". A printed copy of these procedures may be requested from your Financial Advisor.

To report a lost or stolen VISA Platinum® card, call 800-933-9946 or 877-486-3696. Questions regarding check activity, money funds balances and VISA Platinum® card activity should be directed to Client Account Services at 800-933-9946.

A financial statement of this organization is available for your personal inspection at its offices, or a copy of it will be mailed upon your written request.

If you have an option account, each of the transaction confirmations that we sent you itemizes the commissions that you have paid. Upon request, we will also furnish to you a statement of the total option commissions paid by you for this calendar year.

For a schedule of fees charged by RBC, you may visit Advisor Connect through your advisor's website or directly at www.rbcadvisorconnect.com where a list of fees is included in the section titled "other". Please contact your advisor with additional questions about the list of fees, or for help accessing Advisor Connect.

ABOUT YOUR STATEMENT – Statements are mailed monthly to clients who have transactions during the month that affect money balances and/or security positions. Statements are mailed quarterly to all other clients provided that their account contains a money or security balance. Please review these statements carefully, and keep them for your records. If you note any discrepancies in your money balance, security positions, tax lots chosen for disposition, or unauthorized activity in your account, please report this to us immediately in writing at RBC Clearing & Custody, Attn: Client Service Team, 250 Nicollet Mall, Suite 1700, Minneapolis, MN 55401-1931 or at 612-371-7830. In addition, you should reconfirm any oral communications with us in writing to further protect your rights, including your rights under the Securities Investor Protection Act (SIPA).

Your statement is intended to provide only a summary of activity in your account(s) for the statement period. The information provided on the statement includes, among other things, a snapshot of the value of your account(s), a summary of the income you received for the statement and year-to-date periods, contributions to traditional, Roth or other Individual Retirement Account(s), and transactions in mutual funds shares. The presentation of the value of your account(s) value, as well as changes in value, includes all deposits, withdrawals, and other changes in market value. It may also reflect a reduction in value as the result of the return of principal on certain fixed income securities. However, changes in the value of unpriced securities, special products, or accrued interest are not reflected.

If you have questions about your individual tax situation, please consult your tax advisor.

The prices for most securities and certain securities transactions reported on this statement are obtained from independent quotation services whose appraisal(s) are based on closing prices, bid-ask quotations or other factors; however, in some cases, RBC calculates prices for certain securities using information from independent and internal sources. If you hold municipal revenue bonds, please be aware that the price you may receive on their sale may vary significantly from the price shown on your statement. Moreover, certain securities may have unique valuation requirements. Certain securities prices may not be current as of the statement date, and certain adjustments to your holdings may not yet have been included. If you purchase and/or hold securities traded in a market outside of the United States, and/or denominated in a currency other than United States dollars, the price of those securities may be converted into United States dollars for inclusion on your statement. The risks of adverse changes in the value of non-United States currencies relative to the United States dollar are borne by you; RBC does not hedge or otherwise mitigate such risks. While we obtain pricing and currency conversion information from sources that we believe are reliable, RBC cannot guarantee the accuracy of the prices and currency conversion information that appear on your statement. You should always request a current valuation of your securities prior to making an investment decision or placing an order to buy or sell securities. Note that securities that are not actively traded have not been priced and, therefore, are excluded from the total shown in your summary.

RBC's Dividend Reinvestment Program (DRIP) is available to holders of eligible securities. For more information on the program, please refer to the terms and conditions of your agreement with us in the Client Account Agreement and the "Dividend Reinvestment Program Disclosure" which can be found at <https://www.rbcclearingandcustody.com/en-us/legal>. If you have additional questions, please contact your Financial Advisor.

Non-priced Securities – Securities that are not actively traded and for which no independent quotation-service pricing is readily available are excluded from the (i) Market Price, (ii) Market Value and (iii) Account Summary Total sections of your statement. In these instances, the Market Value and Total Account Summary sections of the statement will reflect a \$0.00 value for these securities until such time that they begin active trading and/or have a readily available independent quotation-service price. Accrued interest for non-priced (N/P) securities will be reflected on your statement where applicable. Examples of N/P securities may include, but are not limited to, auction rate securities, auction rate preferred securities and certain structured products and over-the-counter equity securities.

If you have elected to receive interest on free credit balances maintained in your account, please be advised that under federal securities laws and the rules of FINRA, we are permitted to pay such interest only on balances arising as an incidence of securities trading activities. We may use a free credit balance in our account in the course of our business, subject to limitations of 17CFR Section 240.15c3-3 under the Securities Exchange Act of 1934. You may demand and receive from us during normal business hours the delivery of any free credit balances or fully-paid securities in your account, and/or any securities purchased in your loan account upon full payment of any indebtedness to us. Any balance in the RBC Insured Deposits or shares in a money market fund in your account may be liquidated on your order and the proceeds returned to your account or remitted to you upon the full payment of any indebtedness to us.

If this is an RBC Express Credit™ (margin) account and we maintain a special memorandum account for you, this is a combined statement of both your general account and the special memorandum account maintained for you under Regulation T of the Federal Reserve system. The permanent record of the special memorandum account as required by Regulation T is available for your inspection at your request. RBC reserves the right to limit RBC Express Credit (margin) purchases and short sales and to alter its margin requirements and due dates for house or other margin calls in accordance with the firm's guidelines, market conditions and regulatory requirements.

The prices reported on your RBC statement for securities issued through or by a Direct Participation Program, Real Estate Investment Trust, or private securities, including hedge funds are estimates. RBC does not calculate the prices of these securities, and has not confirmed these prices or verified that they are determined correctly. Instead, RBC relies on independent quotation services or the management, trustee or general partner of the issuer of the securities to provide such prices. The prices may be based on independent appraisals, the book value of the entity's assets, the prices paid or offered for the securities, or another method or basis (or a combination of any of these). These securities are illiquid, and do not trade in a public market. Consequently, the estimated value of the securities (which is shown on your statement) may not equal the amount(s) that you receive if you attempt to sell your investment. In some cases, accurate valuation information relating to these securities may not be available. For current or estimated price information on the estimated value of the securities, the source of the actual or estimated value of the securities, or the method by which the value was determined or estimated, please call 866-295-8555.

FINRA BrokerCheck Hotline – FINRA has made available to investors a pamphlet describing FINRA BrokerCheck for your information. To obtain a copy of the brochure, please contact FINRA at 800-289-9999 or visit their website at www.finra.org.

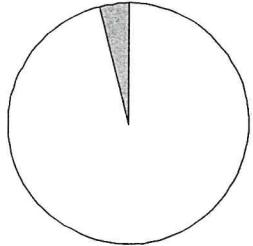
Same Day Cash Sweep Redemptions – If your transaction has the description "Same Day", the transaction you requested required same day payment—RBC retained the last day's dividend to offset the cost of advancing a same day payment on your behalf. For more information see the "Cash Sweep Program Overview" on our public website at <https://www.rbcclearingandcustody.com/en-us/legal>, as well as "Program Banks" under RBC Insured Deposits.

RBCWM_PrimeCap



BERONE
CAPITAL

ASSET ALLOCATION SUMMARY



	CURRENT VALUE	PERCENT
Cash & Cash Alternatives	\$5,341,551.37	96%
Equity	229,777.00	4%
Current account value	\$5,571,328.37	100%

Mutual funds are included in the above categories. Funds that invest in more than one category are reported as "Mixed Assets."

The Cash & Cash Alternatives figure is net of debits including any RBC Express Credit (margin) debit, if applicable.

GAIN/LOSS SUMMARY

	THIS PERIOD	THIS YEAR
Total realized gain or loss	\$0.00	\$24,064.74
Short-term gain or loss	0.00	24,064.74
Long-term gain or loss	0.00	0.00
AS OF NOVEMBER 30, 2022		
Unrealized gain or loss	\$7,817.23	

Please see "About Your Statement" on page 2 for further information.



ACCOUNT STATEMENT

NOVEMBER 1, 2022 - NOVEMBER 30, 2022

Account number:

Page 3 of 11

ACTIVITY SUMMARY

Total account value last statement	\$11,011,554.01
Cash activity	
Beginning balance	10,841,209.01
Money coming into your account	
Deposits	441,303.00
Interest	7,577.99
Dividends	3,423.57
Total	452,304.56
Money going out of your account	
Funds to purchase securities	-51,942.20
Cash withdrawals	-5,900,000.00
Fees	-20.00
Total	-5,951,962.20
Ending balance	5,341,551.37
Net change cash activity	-\$5,499,657.64
Change in security value	
Beginning value of priced securities	170,345.00
Securities purchased	51,942.20
Change in value of priced securities	7,489.80
Ending value of priced securities	229,777.00
Net change in securities value	\$59,432.00
Total account value as of November 30, 2022	\$5,571,328.37



BERONE CAPITAL FUND LP
 3595 CANTON RD / STE 312-223

ACCOUNT STATEMENT
 NOVEMBER 1, 2022 - NOVEMBER 30, 2022

Account number:
 Page 4 of 11

ASSET DETAIL

The Estimated Annualized Income ("EAI") for certain securities could include a return of principal or capital gains, in which case EAI depicted on this account statement would be overstated. EAI is only an estimate of income generated by the investment and the actual income may be higher or lower. In the event the investment matures, is sold or called, the full EAI may not be realized.

** The Unrealized Gain/Loss may not reflect your investments' total return. Specifically, the net cost may include dividend and capital gains distributions which have been reinvested. Additionally, the information that appears in these columns may be based on information provided by you or at your direction. RBC has not verified such data. Please see "About Your Statement" on page 2 for further information.*

Your Financial Advisor has elected to display Asset Detail with the following options: asset purchases (tax lots) consolidated.

CASH & CASH ALTERNATIVES

RBC INSURED DEPOSITS

Deposits in the RBC Insured Deposits, with the exception of amounts classified as "Pending Deposits," are held by the Program Banks, not RBC Clearing & Custody. They are not covered by SIPC. Balances classified as "Pending Deposits" are scheduled to be deposited in the Program Banks on the business day following the statement date, and thus, these deposits are covered by SIPC until such time as they are deposited in the Program Banks. Deposits are insured by the Federal Deposit Insurance Corporation (FDIC) up to \$250,000 per depositor at each bank subject to certain limitations. **This means that your funds in excess of \$250,000 in the same insurable capacity at any single Program Bank are not insured.** FDIC insurance coverage amounts are subject to the combined total of all deposits at a specific Program Bank including deposits held by the Program Bank outside of this account. Please refer to the RBC Insured Deposits Disclosure Statement and our website at www.rbcadvisorconnect.com for more details, including the current aggregate FDIC deposit insurance amount available through the Program. For questions concerning bank balances, please contact your Financial Advisor.

DESCRIPTION	BANK BALANCE	CURRENT BALANCE	PREVIOUS STATEMENT BALANCE	YTD INCOME
RBC INSURED DEPOSITS NOT SIPC COVERED		\$5,000,000.00	\$5,000,000.00	\$7,784.76

DEPOSITS ARE HELD AT:

Associated Bank NA	Green Bay, WI	\$249,000.00
Simmons Bank	Pine Bluff, AR	\$249,000.00
Truist Bank	Lumberton, NC	\$249,000.00
Bank of Hope	Los Angeles, CA	\$167,743.59
Citibank NA	Sioux Falls, SD	\$249,000.00
Tristate Capital Bank	Pittsburgh, PA	\$249,000.00
Axos Bank	San Diego, CA	\$249,000.00
Enterprise Bank and Trust	Clayton, MO	\$249,000.00
East West Bank	Pasadena, CA	\$249,000.00
EagleBank	Bethesda, MD	\$249,000.00
Bremer Bank NA	St. Paul, MN	\$249,000.00
Synovus Bank	Columbus, GA	\$101,256.41
Umpqua Bank	Portland, OR	\$249,000.00
City National Bank	Los Angeles, CA	\$249,000.00
Manufacturers Bank	LOS ANGELES, CA	\$249,000.00
Israel Discount Bank of N	New York, NY	\$249,000.00
First Internet Bank of In	Fishers, IN	\$249,000.00
HSBC Bank USA NA	Tysons, VA	\$249,000.00
State Street Bank and Tru	Boston, MA	\$249,000.00
Bridgewater Bank	Saint Louis Park, MN	\$249,000.00



BERONE
CAPITAL



ACCOUNT STATEMENT
 NOVEMBER 1, 2022 - NOVEMBER 30, 2022

Account number:

Page 5 of 11

CASH & CASH ALTERNATIVES

(continued)

RBC INSURED DEPOSITS

(continued)

Deposits in the RBC Insured Deposits, with the exception of amounts classified as "Pending Deposits," are held by the Program Banks, not RBC Clearing & Custody. They are not covered by SIPC. Balances classified as "Pending Deposits" are scheduled to be deposited in the Program Banks on the business day following the statement date, and thus, these deposits are covered by SIPC until such time as they are deposited in the Program Banks. Deposits are insured by the Federal Deposit Insurance Corporation (FDIC) up to \$250,000 per depositor at each bank subject to certain limitations. **This means that your funds in excess of \$250,000 in the same insurable capacity at any single Program Bank are not insured.** FDIC insurance coverage amounts are subject to the combined total of all deposits at a specific Program Bank including deposits held by the Program Bank outside of this account. Please refer to the RBC Insured Deposits Disclosure Statement and our website at www.rbcadvisorconnect.com for more details, including the current aggregate FDIC deposit insurance amount available through the Program. For questions concerning bank balances, please contact your Financial Advisor.

DESCRIPTION	BANK BALANCE	CURRENT BALANCE	PREVIOUS STATEMENT BALANCE	YTD INCOME
Sandy Spring Bank Olney, MD	\$249,000.00			
TOTAL RBC INSURED DEPOSITS		\$5,000,000.00		\$7,784.76

US Cash & Cash Alternatives

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	CURRENT MARKET VALUE	PREVIOUS STATEMENT MARKET VALUE	YTD INCOME
CASH				\$542.40		
US GOVT MONEY MARKET FUND RBC INVESTOR CLASS	TUIXX	341,008.970	\$1.000	\$341,008.97	\$5,841,209.01	\$4,040.69
TOTAL US Cash & Cash Alternatives				\$341,551.37		\$4,040.69

TOTAL CASH & CASH ALTERNATIVES

\$5,341,551.37

EQUITY

Emerging Markets Equity

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE	NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATED ANNUALIZED INCOME
GRAB HOLDINGS LIMITED CLASS A ORDINARY SHARES	GRAB	10,000.000	\$3.020	\$30,200.00	\$28,400.00	\$1,800.00	
TOTAL Emerging Markets Equity				\$30,200.00	\$28,400.00	\$1,800.00	



BERONE CAPITAL FUND LP
 3595 CANTON RD / STE 312-223

ACCOUNT STATEMENT
 NOVEMBER 1, 2022 - NOVEMBER 30, 2022

Account number:
 Page 6 of 11

EQUITY
(continued)

US Large Cap Equity

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE	NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATED ANNUALIZED INCOME
BANK OF AMERICA CORP	BAC	500.000	\$37.850	\$18,925.00	\$16,180.00	\$2,745.00	\$440.00
CORNERSTONE STRATEGIC VALUE FD COMMON SHARES	CLM	3,000.000	\$8.440	\$25,320.00	\$23,544.30	\$1,775.70	\$4,422.00
DEVON ENERGY CORPORATION NEW	DVN	600.000	\$68.520	\$41,112.00	\$34,293.00	\$6,819.00	\$3,102.00
TOTAL US Large Cap Equity				\$85,357.00	\$74,017.30	\$11,339.70	\$7,964.00

US Mid Cap Equity

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE	NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATED ANNUALIZED INCOME
AKAMAI TECHNOLOGIES INC	AKAM	500.000	\$94.860	\$47,430.00	\$53,310.97	-\$5,880.97	
NEWMONT CORPORATION COMMON STOCK	NEM	1,000.000	\$47.470	\$47,470.00	\$42,190.00	\$5,280.00	\$2,200.00
TOTAL US Mid Cap Equity				\$94,900.00	\$95,500.97	-\$600.97	\$2,200.00

US Small Cap Equity

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE	NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATED ANNUALIZED INCOME
SOFI TECHNOLOGIES INC COMMON STOCK	SOFI	4,000.000	\$4.830	\$19,320.00	\$24,041.50	-\$4,721.50	
TOTAL US Small Cap Equity				\$19,320.00	\$24,041.50	-\$4,721.50	

TOTAL EQUITY \$229,777.00 \$221,959.77 \$7,817.23 \$10,164.00

TOTAL ASSETS \$5,571,328.37 \$10,164.00



BERONE
CAPITAL

Account number:

Page 7 of 11

ACCOUNT STATEMENT

NOVEMBER 1, 2022 - NOVEMBER 30, 2022

ACTIVITY DETAIL

Realized gain/loss column includes fees and commissions. It does not include accrued interest.

Purchases, sales and other activity all represent an exchange of cash and/or money market funds for securities and, as such, do not represent deposits to or withdrawals from your account. Account value changes due to commissions, mark ups, mark downs and accrued interest are shown in the "Change in value of priced securities" line of the Account Value Summary.

* Information that appears in these columns may be based on information provided by you or at your direction; RBC has not verified such data. Please see "About Your Statement" on page 2 for further information.

PURCHASES

Regular Purchases

DATE	DESCRIPTION	QUANTITY	PRICE	NET COST/ ACCRUED INTEREST	COMMENTS
11/01/22	NEWMONT CORPORATION COMMON STOCK WE MAKE A MKT IN THIS SECURITY	1,000.000	\$42.190	-\$42,190.00	
11/21/22	SOFI TECHNOLOGIES INC COMMON STOCK WE MAKE A MKT IN THIS SECURITY	2,000.000	\$4.876	-\$9,752.20	
Total regular purchases				-\$51,942.20	
TOTAL PURCHASES				-\$51,942.20	

DEPOSITS

Cash deposits

DATE	DESCRIPTION	AMOUNT	COMMENTS
11/29/22	SIGNATURE BK NY RECD FUNDS WIRED	\$441,303.00	
TOTAL DEPOSITS			\$441,303.00

WITHDRAWALS

Cash withdrawals

DATE	DESCRIPTION	AMOUNT	COMMENTS
11/08/22	FUNDS WIRE TRANSFER BERONE CAPITAL FUND LP	-\$5,900,000.00	

RBCWM_PrimeCap_



BERONE CAPITAL FUND LP
3595 CANTON RD / STE 312-223

ACCOUNT STATEMENT

NOVEMBER 1, 2022 - NOVEMBER 30, 2022

Account number:

Page 8 of 11

Fees

DATE	DESCRIPTION	AMOUNT	COMMENTS
11/08/22	WIRE FEE	-\$20.00	
	TOTAL WITHDRAWALS	-\$5,900,020.00	

ACTIVITY DETAIL

TAXABLE INCOME

Interest

DATE	DESCRIPTION	SYMBOL/CUSIP	AMOUNT	COMMENTS
11/28/22	RBC INSURED DEPOSITS APYE#: 01.88 % # APYE = Annual Percentage Yield Earned		\$7,577.99	

Dividends

DATE	DESCRIPTION	SYMBOL/CUSIP	AMOUNT	COMMENTS
11/09/22	US GOVT MONEY MARKET FUND ACCRUED DIV ON FULL LIQ	TUIXX	\$2,881.17	2.45% AVERAGE MONTHLY YIELD
11/30/22	CORNERSTONE STRATEGIC VALUE FD CASH DIV ON 3000 SHS DIVIDEND	CLM	\$542.40	

Total dividends \$3,423.57

TOTAL TAXABLE INCOME \$11,001.56



BERONE
CAPITAL

ACCOUNT STATEMENT

NOVEMBER 1, 2022 - NOVEMBER 30, 2022

Account number:

Page 9 of 11

MONTHLY TRANSACTION CONFIRMATION SUMMARY

As you requested, we are providing a summary of transaction confirmations rather than printing and mailing transaction confirmations separately. If you would like to receive separate transaction confirmations, please contact your Financial Advisor.

DATE	DESCRIPTION					Gross amount	
Transaction 11/01/22	Action BOUGHT	NEWMONT CORPORATION	Quantity	1000.000		Gross amount	\$42,190.00
Processing 11/01/22	Account type CASH	COMMON STOCK	Price	\$42.190		Accrued interest	\$0.00
Settlement 11/03/22	Transaction type 61	WE MAKE A MKT IN THIS SECURITY	Mark up/down per share	\$0.00		Commission	\$0.00
	Symbol NEM		Sales charge rate			Net amount	\$42,190.00
Symbol CUSIP							
Transaction 11/21/22	Action BOUGHT	SOFI TECHNOLOGIES INC	Quantity	2000.000		Gross amount	\$9,752.20
Processing 11/21/22	Account type CASH	COMMON STOCK	Price	\$4.876		Accrued interest	\$0.00
Settlement 11/23/22	Transaction type 61	WE MAKE A MKT IN THIS SECURITY	Mark up/down per share	\$0.00		Commission	\$0.00
Symbol SOFI			Sales charge rate			Net amount	\$9,752.20
Symbol CUSIP							



BERONE CAPITAL FUND LP
3595 CANTON RD / STE 312-223

Account number:

Page 10 of 11

ACCOUNT STATEMENT

NOVEMBER 1, 2022 - NOVEMBER 30, 2022

Conditions

- RBC Capital Markets, LLC (RBC) Member NYSE/FINRA/SIPC, is an indirect, wholly owned subsidiary of Royal Bank of Canada.
- This transaction is subject to the rules, regulations, practices and customs of the exchange and its clearinghouse, if any, where the transaction was executed, or of the Financial Industry Regulatory Authority if not executed on an exchange. This transaction may have incurred other fees which may include handling fees or transaction fees paid to an exchange. A complete breakdown of fees associated with this transaction will be provided upon your written request.
- We will also provide upon written request the date and time when this transaction took place and the name of the other party to the transaction.
- Any order for your account(s) may be aggregated with orders for the account(s) of other clients and executed as one order. As a result, you may receive a price or average price that is different than the price or average price that you would have received had your order not been aggregated. In addition, aggregation of your order with orders of other clients may result in your order being only partially completed.
- RBC has established electronic connectivity with certain exchanges, broker-dealers and/or other market centers (collectively, "market centers") for the purpose of routing orders in equity securities and options for executions. These connections have been entered into based upon the execution quality provided by these market centers, evaluated on the basis of price improvement performance, liquidity enhancement, and speed of execution. For options orders, RBC receives payment in the form of rebates and credits including credits that exceed the amount we are charged in return for routing client orders. Any remuneration that RBC receives for directing orders to any market center will not accrue to your account. RBC contracts with a third-party vendor, S3 Matching Technologies, LP, to receive execution metrics to meet its best execution requirement under FINRA rules. RBC has arranged for its market centers to remit payment for a portion of this service based on previous years' volumes routed to each destination. RBC may execute the order itself or with other market centers. The source and nature of the compensation received by RBC in connection with the transaction described on this confirmation will be provided upon your written request. For information with respect to RBC C&C's handling of customer orders see "SEC Order Handling Disclosures" at www.rbcclearingandcustody.com/en-us/legal/. Should you desire a written copy of this information, contact your financial advisor.
- If this transaction involves when-issued securities, payment therefor and delivery thereof shall be made in accordance with the terms of a subsequent confirmation to be delivered on the date the securities are issued.
- Complete information about call features will be provided upon request. In the case of debt securities, call features may exist which could affect yield. The actual yield of an asset-backed security (securities which represent an interest in or are secured by a pool or receivables or other financial assets that are subject to continuous payment) may vary according to the rate at which the underlying assets are prepaid. Additional information concerning the factors that affect yield will be provided upon written request.
- If this is an averaged price transaction, details regarding the actual prices are available upon request.
- Payment for securities purchased and delivery of securities sold are due promptly on the settlement date. Until payment is made by you, securities purchases by you or held by us for your account are or may be hypothecated and commingled with securities carried for other clients. If payment or delivery is not made by the settlement date, we reserve the right without further notice to charge interest on the amount due shown on the face hereof, at our current rate on client general accounts, or to sell securities purchased and hold you liable for any loss thereby incurred, or to cancel this transaction.
- This confirmation shall be deemed to be correct unless written notice of correction is immediately delivered to us.
- Unless you indicate non-consent in writing, this agreement shall inure to and be binding upon RBC's successors and assigns, and your administrators, legal representatives and assigns.
- You may be eligible for breakpoint discounts based on the size of your purchase, current holdings, or future purchases. The sales charge you paid may differ slightly from the prospectus-disclosed rate due to rounding calculations. Please refer to the Prospectus or Statement of Additional Information, or contact your Financial Advisor for further information.
- Auction Rate Securities: See "Auction Rate Procedures" on our public website at rbcwm.com/disclosures for a written description of our material auction practices and procedures. Please contact your Financial Advisor to request that a copy be mailed to you.
- Variable Rate Demand Bonds/Notes/Obligations: See "Variable Rate Demand Notice" on our public website at rbcwm.com/disclosures for a notice regarding the risk considerations relating to the Remarketing Agent's role and duties. Please contact your Financial Advisor to request that a copy be mailed to you.
- This transaction may be subject to the "U.S. Treasury Securities Fails Charge Trading Practice" and the "Agency Debt and Agency Mortgage-Backed Securities Fails Charge Trading Practice," published by the Treasury Market Practices Group and the Securities Industry and Financial Markets Association and available at www.sifma.org/resources/general/fails-charge-trading-practices/
- Investments and transactions that are ineligible for SIPC protection are commodity futures contracts and currency, as well as investment contracts (such as limited partnerships), fixed annuity contracts that are not registered with the U.S. Securities and Exchange Commission under the Securities Act of 1933 and foreign currency transactions.
- For a buy, any mark-up is calculated as the price you paid for the security in this transaction minus the prevailing market price of the security at the time you bought it. For a sell, any mark-down is calculated as the prevailing market price of the security at the time you sold it minus the amount you received in this transaction.

PLEASE RETAIN THIS CONFIRMATION FOR INCOME TAX PURPOSES.

Transaction Type (first digit defines Market and second digit defines Capacity)

Market

- 1 New York Stock Exchange
- 2 NYSE Alternext/NYSE AMEX Options
- 3 Market/Exchange of execution available upon request
- 4 Mutual Funds
- 5 CBOE Options or Canadian Stock Exchange
- 6 Over the Counter
- 7 Syndicate
- 8 Foreign Stock Exchanges
- 9 NASDAQ/NASDAQ Options Market
- A Chicago Stock Exchange
- B National Stock Exchange
- C NASDAQ OMX BX/Boston Options Exchange
- D International Securities Exchange
- E ARCA/Pacific Stock Exchange
- F NASDAQ OMX PHLX Stock Exchange
- O Other Exchange

Capacity in which we are acting

- 1-5 As agent
- 6 We have acted as agent for both buyer and seller; source and amount of our commissions or other remunerations in this trade will be provided on written request.
- 7 We, as principal, have sold to you or bought from you and may have received a profit from the transaction.
- 8 Special: No commission is being charged to you. We are being paid a commission by the other party to this transaction. Details available on written request.
- 9 As specialist, we are a specialist in this security and we are acting for our own account in this transaction.

If the letter "P" appears in the transaction type box, postage and handling fees have been charged and are included in the Commission/Handling amount.

Credit Ratings - by Moody's/Standard & Poor's (Ratings are either short-term or long-term, depending on the duration of the note.)

Non-Rated

NR Not being rated by the rating agencies does not necessarily reflect credit-worthiness

Withdrawn Rating

WR Formerly rated by Moody's but withdrawn for either business or credit concerns.

Issue Rating

The optimal rating available on a note, including all insurance and enhancement programs.

Underlying Rating

The rating on the note solely based on the issuer's payment ability exclusive of insurance and enhancement programs.

Investment Grade

Aaa/AAA Highest possible rating; optimal ability to pay principal and interest until maturity.

Aa3 to Aa1/AA- to AA+

High quality; excellent ability to pay principal and interest until maturity.

A3 to A1/A- to A+

Good ability to pay principal and interest until maturity

Baa3 to Baa1/BBB- to BBB+

Adequate ability to pay principal and interest until maturity.

Non-Investment Grade

Ba3 to Ba1/BB- to BB+

Speculative; marginal ability to pay principal and interest until maturity.

Ba to B3/B- to B+

Highly speculative; very questionable ability to pay principal and interest until maturity.

C to Caa1/D to CCC+

Either high risk of default or currently in default.

Additional information regarding the risks associated with "Below Investment Grade" bonds is available upon request.

- Issue secured by escrowed funds held in trust which are reinvested in direct, non-callable U.S. Government obligations or non-callable obligations unconditionally guaranteed by the U.S. Government or Resolution Funding Corporation.

RBCWM_PrimeCap_



BERONE
CAPITAL

CASH SWEEP PROGRAM DETAIL

* Transaction details are only provided for cash sweep programs that sweep funds into bank deposit accounts. Please refer to the Asset Detail section of this statement for more information.

RBC INSURED DEPOSITS NOT SIPC COVERED

DATE	DESCRIPTION	AMOUNT
11/01/22	BALANCE FORWARD	\$5,000,000.00
11/10/22	DEPOSIT	2,881.17
11/28/22	INTEREST REINVEST	7,577.99
11/30/22	WITHDRAWAL	-341,008.97

INCOME FROM NOVEMBER 1, 2022 – NOVEMBER 30, 2022: \$7,577.99

MONEY MARKET DETAIL

* Transaction details are only provided for money market funds that are set up for automated sweep.

US GOVT MONEY MARKET FUND RBC INVESTOR CLASS

11/01/22	BALANCE FORWARD	\$5,841,209.01
11/08/22	SAME DAY; SEE DISCLOSURE PG2	-5,799,019.01
11/30/22	ENDING BALANCE	\$341,008.97

INCOME FROM NOVEMBER 1, 2022 – NOVEMBER 30, 2022: \$2,881.17



ACCOUNT STATEMENT

NOVEMBER 1, 2022 - NOVEMBER 30, 2022

Account number:

Page 11 of 11

DATE	DESCRIPTION	AMOUNT
11/08/22	WITHDRAWAL	-101,000.99
11/23/22	WITHDRAWAL	-9,752.20
11/30/22	DEPOSIT	441,303.00
11/30/22	ENDING BALANCE	\$5,000,000.00

11/03/22	REDEMPTION	-42,190.00
11/30/22	PURCHASE	341,008.97

EXHIBIT "F"

Paul Levine Receiver for Prime Capital Ventures LLC

Balance Sheet

As of February 29, 2024

	TOTAL
ASSETS	
Current Assets	
Bank Accounts	
1000 Prime Capital Ventures Checking- 6607	0.00
1005 Prime Capital Ventures Savings- 5959	1,604,767.80
Total Bank Accounts	\$1,604,767.80
Accounts Receivable	
1025 Loan Receivable	2,100,000.00
1025.1 135 Railroad LLC	17,366,250.00
1025.2 Bradley Apartments	7,875,000.00
1025.3 Brightsmith Tulsa LLP	5,250,000.00
1025.4 Hudson & Hudson LLC	32,591,250.00
Total 1025 Loan Receivable	\$32,591,250.00
Total Accounts Receivable	\$32,591,250.00
Other Current Assets	
1030 Prepaid Expense	6,275,000.00
1030.1 Prepaid Interest	6,275,000.00
Total 1030 Prepaid Expense	\$6,275,000.00
Total Other Current Assets	\$6,275,000.00
Total Current Assets	\$40,471,017.80
Fixed Assets	
1045 Assets Held By Receiver	3,750,000.00
1045.1 Virginia Beach House	2,275,000.00
1045.2 Russ Milliear Skull Watch	6,025,000.00
Total 1045 Assets Held By Receiver	\$6,025,000.00
Total Fixed Assets	\$6,025,000.00
TOTAL ASSETS	\$46,496,017.80
LIABILITIES AND EQUITY	
Liabilities	
Long-Term Liabilities	
2020 Deferred Lender Fees	1,385,000.00
2025 Deferred Interest Income	6,275,000.00
Total Long-Term Liabilities	\$7,660,000.00
Total Liabilities	\$7,660,000.00
Equity	
3000 Retained Earnings	38,834,232.64
3005 Opening Balance Equity	1,785.16
Net Income	\$38,836,017.80
Total Equity	\$38,836,017.80
TOTAL LIABILITIES AND EQUITY	\$46,496,017.80

EXHIBIT "G"

Paul Levine Receiver for Prime Capital Ventures LLC

Balance Sheet

As of March 31, 2024

	TOTAL
ASSETS	
Current Assets	
Bank Accounts	
1000 Prime Capital Ventures Checking- 6607	0.00
1005 Prime Capital Ventures Savings- 5959	1,423,376.30
Total Bank Accounts	\$1,423,376.30
Accounts Receivable	
1025 Loan Receivable	
1025.1 135 Railroad LLC	2,100,000.00
1025.2 Bradley Apartments	17,366,250.00
1025.3 Brightsmith Tulsa LLP	7,875,000.00
1025.4 Hudson & Hudson LLC	5,250,000.00
Total 1025 Loan Receivable	\$32,591,250.00
Total Accounts Receivable	\$32,591,250.00
Other Current Assets	
1030 Prepaid Expense	
1030.1 Prepaid Interest	6,275,000.00
1030.2 Prepaid Insurance	7,272.60
Total 1030 Prepaid Expense	\$6,282,272.60
Total Other Current Assets	\$6,282,272.60
Total Current Assets	\$40,296,898.90
Fixed Assets	
1045 Assets Held By Receiver	
1045.1 Virginia Beach House	3,750,000.00
1045.2 Russ Milliear Skull Watch	2,275,000.00
Total 1045 Assets Held By Receiver	\$6,025,000.00
Total Fixed Assets	\$6,025,000.00
TOTAL ASSETS	\$46,321,898.90
LIABILITIES AND EQUITY	
Liabilities	
Current Liabilities	
Accounts Payable	
2000 Accounts Payable	39,591.38
Total Accounts Payable	\$39,591.38
Total Current Liabilities	\$39,591.38
Long-Term Liabilities	
2020 Deferred Lender Fees	1,385,000.00
2025 Deferred Interest Income	6,275,000.00
Total Long-Term Liabilities	\$7,660,000.00
Total Liabilities	\$7,699,591.38

Paul Levine Receiver for Prime Capital Ventures LLC

Balance Sheet

As of March 31, 2024

	TOTAL
Equity	
3000 Retained Earnings	38,834,626.08
3005 Opening Balance Equity	-212,318.56
Net Income	\$38,622,307.52
Total Equity	\$46,321,898.90
TOTAL LIABILITIES AND EQUITY	

EXHIBIT "H"

Paul Levine Receiver for Prime Capital Ventures LLC

Profit and Loss
February 2024

	TOTAL
Income	
Total Income	
Expenses	
Total Expenses	
NET OPERATING INCOME	\$0.00
Other Income	
7005 Interest Income	1,785.16
Total Other Income	\$1,785.16
NET OTHER INCOME	\$1,785.16
NET INCOME	\$1,785.16

EXHIBIT "I"

Paul Levine Receiver for Prime Capital Ventures LLC

Profit and Loss

March 2024

	TOTAL
Income	
Total Income	
Expenses	
6000 Legal Fees	169,115.01
6005 Accounting Fees	9,833.75
6035 Insurance Expense	1,454.52
6055 Trustee Professional Fees & Expenses	39,591.38
Total Expenses	\$219,994.66
NET OPERATING INCOME	\$ -219,994.66
Other Income	
7005 Interest Income	5,890.94
Total Other Income	\$5,890.94
NET OTHER INCOME	\$5,890.94
NET INCOME	\$ -214,103.72

EXHIBIT "J"

Paul Levine Receiver for Prime Capital Ventures LLC
Transaction Detail by Account
February 2024

	Date	Transaction Type	Name	Memo/Description	Amount	Balance
1000 Prime Capital Ventures Checking- 6607						
	02/01/2024	Deposit	Farmers State Bank of Alto Pass	Incoming Wire Deposit from Prime Capital Ventures LLC- Coming from Farmers State Bank of Alto Pass	29,607.82	29,607.82
	02/07/2024	Deposit	RBC Capital Markets	Incoming wire deposit from Prime Capital Ventures LLC from RBC Capital Markets	1,248,369.84	1,277,977.66
	02/23/2024	Transfer		Transfer from Checking acct to Savings	-1,277,977.66	0.00
Total for 1000 Prime Capital Ventures Checking- 6607					\$ 0.00	
1005 Prime Capital Ventures Savings- 5959						
	02/13/2024	Deposit	Interactive Brokers LLC	Incoming wire deposit from Prime Capital Ventures LLC from Interactive Brokers LLC	325,004.98	325,004.98
	02/23/2024	Transfer		Transfer from Checking acct to Savings	1,277,977.66	1,602,982.64
	02/29/2024	Deposit		Interest Earned	1,785.16	1,604,767.80
Total for 1005 Prime Capital Ventures Savings- 5959					\$1,604,767.80	

EXHIBIT "K"

Paul Levine Receiver for Prime Capital Ventures LLC

Transaction Detail by Account

March 2024

	Date	Transaction Type	Num	Name	Memo/Description	Split	Amount	Balance
1005 Prime Capital Ventures Savings- 5959								
	03/12/2024	Deposit		CHIPS	Incoming CHIPS funds transfer Prime Capital Ventures LLC	3005 Opening Balance Equity	393.44	393.44
	03/21/2024	Bill Payment (Check)	ACH	Lemery Greisler LLC		2000 Accounts Payable	-177,842.13	-177,448.69
	03/21/2024	Bill Payment (Check)	ACH	BST & Co, CPAs		2000 Accounts Payable	-9,833.75	-187,282.44
	03/21/2024	Deposit		Lemery Greisler LLC	Deposit back in Savings account- Payment failed and was sent back to account	6000 Legal Fees	177,842.13	-9,440.31
	03/21/2024	Check	ACH	Lemery Greisler LLC	Payment to Lemery Greisler- M&T Bank Error- payments will be returned	6000 Legal Fees	-177,842.13	-187,282.44
	03/31/2024	Deposit		INTEREST	Interest Earned	7005 Interest Income	5,890.94	-181,391.50
Total for 1005 Prime Capital Ventures Savings- 5959								
							-\$181,391.50	

EXHIBIT "L"

Paul Levine Receiver for Berone Capital Fund LP

Balance Sheet

As of February 29, 2024

	TOTAL
ASSETS	
Current Assets	
Bank Accounts	
1005 M&T Bank- Savings acct# 3204	132,901.16
Total Bank Accounts	\$132,901.16
Total Current Assets	\$132,901.16
TOTAL ASSETS	\$132,901.16
LIABILITIES AND EQUITY	
Liabilities	
Total Liabilities	
Equity	
3005 Opening Balance Equity	132,621.17
Retained Earnings	
Net Income	279.99
Total Equity	\$132,901.16
TOTAL LIABILITIES AND EQUITY	\$132,901.16

EXHIBIT "M"

Paul Levine Receiver for Berone Capital Fund LP

Balance Sheet

As of March 31, 2024

	TOTAL
ASSETS	
Current Assets	
Bank Accounts	
1005 M&T Bank- Savings acct# 3204	133,510.27
Total Bank Accounts	\$133,510.27
Total Current Assets	\$133,510.27
TOTAL ASSETS	\$133,510.27
LIABILITIES AND EQUITY	
Liabilities	
Total Liabilities	
Equity	
3005 Opening Balance Equity	132,721.15
Retained Earnings	789.12
Net Income	\$133,510.27
Total Equity	\$133,510.27
TOTAL LIABILITIES AND EQUITY	\$133,510.27

EXHIBIT "N"

Paul Levine Receiver for Berone Capital Fund LP

Profit and Loss

February 2024

	TOTAL
Income	
Total Income	
Expenses	
Total Expenses	
NET OPERATING INCOME	\$0.00
Other Income	
7005 Interest Income	279.99
Total Other Income	\$279.99
NET OTHER INCOME	\$279.99
NET INCOME	\$279.99

EXHIBIT "O"

Paul Levine Receiver for Berone Capital Fund LP

Profit and Loss

March 2024

	TOTAL
Income	
Total Income	
Expenses	
Total Expenses	
NET OPERATING INCOME	\$0.00
Other Income	
7005 Interest Income	509.13
Total Other Income	\$509.13
NET OTHER INCOME	\$509.13
NET INCOME	\$509.13

EXHIBIT "P"

Paul Levine Receiver for Berone Capital Fund LP
Transaction Detail by Account
February 2024

Transaction Type		Name	Memo/Description	Amount	Balance
1005 M&T Bank- Savings acct# 3204					
02/09/2024	Deposit	TD Bank	Branch deposit to close prior Berone account at TD Bank (3 checks included in deposit)	14,285.27	14,285.27
02/13/2024	Deposit	Interactive Brokers LLC	Incoming wire deposit from Berone Capital Partners LLC for 331.00 from Interactive Brokers	331.00	14,616.27
02/13/2024	Deposit	Interactive Brokers LLC	Incoming wire deposit from Berone Capital Partners LLC for \$118,004.90	118,004.90	132,621.17
02/29/2024	Deposit		Interest Earned	279.99	132,901.16
Total for 1005 M&T Bank- Savings acct# 3204				\$132,901.16	

EXHIBIT "Q"

Paul Levine Receiver for Berone Capital Fund LP
Transaction Detail by Account

March 2024

		Transaction		Memo/Description	Split	Amount	Balance
Date	Type						
1005 M&T Bank- Savings acct# 3204							
	03/12/2024	Deposit		Incoming Fedwire Funds Transfer Berone Capital Partners LLC	3005 Opening Balance Equity	99.98	99.98
	03/29/2024	Deposit		Interest Earned	7005 Interest Income	509.13	609.11
Total for 1005 M&T Bank- Savings acct# 3204						\$609.11	

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF NEW YORK

COMPASS-CHARLOTTE 1031, LLC

Plaintiff,

- against -

Case No. 24-cv-55 (MAD/DJS)

PRIME CAPITAL VENTURES, LLC, BERONE
CAPITAL FUND, LP, BERONE CAPITAL
PARTNER, LLC, BERONE CAPITAL LLC,
BERONE CAPITAL EQUITY FUND I, LP,
405 MOTORSPORTS LLC F/K/A BERONE
CAPITAL EQUITY PARTNERS, LLC,

Defendants.

ERRATA SHEET TO FOURTH REPORT OF PERMANENT RECEIVER

Respectfully submitted,

Paul A. Levine, Esq.
RECEIVER
LEMERY GREISLER LLC
Office and P.O. Address
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Albany, New York 12207
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Fax: (518) 433-8823

plevine@lemerygreisler.com

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF NEW YORK

COMPASS-CHARLOTTE 1031, LLC

Plaintiff,

- against -

Case No. 24-cv-55 (MAD/DJS)

PRIME CAPITAL VENTURES, LLC, BERONE
CAPITAL FUND, LP, BERONE CAPITAL
PARTNER, LLC, BERONE CAPITAL LLC,
BERONE CAPITAL EQUITY FUND I, LP,
405 MOTORSPORTS LLC F/K/A BERONE
CAPITAL EQUITY PARTNERS, LLC,

Defendants.

ERRATA SHEET TO FOURTH REPORT OF PERMANENT RECEIVER

To: Hon. Mae D'Agostino, United States District Court Judge

Paul A. Levine, Esq., Permanent Receiver (the "Receiver") for Defendants Prime Capital Ventures LLC ("Prime") Berone Capital Fund, LP, Berone Capital Partner, LLC, Berone Capital LLC, Berone Capital Equity Fund I, LP and 405 Motorsports LLC f/k/a Berone Capital Equity Partners, LLC (collectively "Berone") (Prime and Berone are collectively the "Defendants") respectfully submits this Errata Sheet to his Fourth Report (Doc. No. 173) as follows.

1. At page 7 the Fourth Report makes reference to a \$5,000,000 deposit made by ER Tennessee. The report should have read "a deposit in the amount of \$15,000,000 ER made in connection with a proposed loan from Prime."

2. Later on at page 7, the Fourth Report refers to the Court's March 19, 2024 Memorandum-Decision and order but mistakenly referred to the date of "2023."

Dated: April 22, 2024

Respectfully submitted,

/s/Paul A. Levine

Paul A. Levine, Esq.

RECEIVER

LEMERY GREISLER LLC

Office and P.O. Address

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Albany, New York 12207

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Fax: (518) 433-8823

plevine@lemerygreisler.com

EXHIBIT "2"

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF NEW YORK

COMPASS-CHARLOTTE 1031, LLC

Plaintiff,

- against -

Case No. 24-cv-55 (MAD/DJS)

PRIME CAPITAL VENTURES, LLC, BERONE
CAPITAL FUND, LP, BERONE CAPITAL
PARTNER, LLC, BERONE CAPITAL LLC,
BERONE CAPITAL EQUITY FUND I, LP,
405 MOTORSPORTS LLC F/K/A BERONE
CAPITAL EQUITY PARTNERS, LLC,

Defendants.

FIFTH REPORT OF PERMANENT RECEIVER

To: Hon. Mae D'Agostino, United States District Court Judge

In order to keep the Court and parties advised on matters since his Fourth Report, Paul A. Levine, Esq, Permanent Receiver (the "Receiver"), for Defendants Prime Capital Ventures LLC ("Prime") respectfully submits his Fifth Report to the Court as follows.

The Chapter 11 Bankruptcy and Continued Need for Urgent Bankruptcy Relief

As the Court is aware, the Receiver determined to and did file a chapter 11 bankruptcy case on behalf of Prime on May 14, 2024 (Case No. 24-10531, NDNY). The purpose of the filing was to generally use the bankruptcy court to further efforts to locate and protect Prime's assets from numerous creditor lawsuits and to seek to preserve a preference claim against B&R Acquisition Partners, LLC and JHM Lending Ventures, LLC (together, "B&R") who obtained a \$4,300,000 pre-petition judgment secured by certain real property with a value of at least \$3,750,000. The Receiver filed the bankruptcy case at the time he did to seek to unwind the

B&R judgment lien and to avoid a windfall to B&R at the expense of a distribution of all assets to all creditors evenly and fairly on a *pro rata* basis all in connection with the management of Prime's business affairs. Over the opposition of the Receiver, the Plaintiff in this action and the Chapter 7 Trustee for Kris Roglieri, the bankruptcy case was dismissed on motion of B&R by Memorandum Decision and Order of the Bankruptcy Court entered July 23, 2024 (the "Bankruptcy Court Order"). The Bankruptcy Court Order was timely appealed. An application for a stay pending appeal by the same parties was denied by this Court by its Memorandum Decision and Order entered August 15, 2024 (Doc. No. 21 in Case No. 24-cv-939) (the "Stay Denial Decision"). The Receiver also notes that throughout his appointment he has been conferring on a near-daily basis with the key creditors in this case concerning how best to locate and protect Prime's assets to maximize recoveries.

The reason for the timing of the filing was to preserve the preference claim against B&R and to ensure that the filing was made before the expiration of the ninety (90) day preference period under 11 U.S.C. § 547. The reasons why the Receiver and his counsel believed he was fully vested with authority to proceed with respect to the bankruptcy are set forth in the Stay Motion and will not be reiterated. (Doc. No. 2 in Case No. 24-cv-939, ¶¶s 49-57). With that said, and in response to the Court's questions, the Receiver states that his actions were taken in good faith, and with the specific goal of locating and protecting Prime's assets such that all creditors would be treated fairly as is Prime's obligation to those creditors. The Receiver believed that the chapter 11 filing was in the furtherance of his duties.

The Receiver of course respects the Court's Stay Denial Decision but nonetheless firmly believes that Prime's assets and liabilities are best resolved in the Bankruptcy Court. The Receiver respectfully believes that the Bankruptcy Court erred at least with regard to the

ratification issue. He is seriously considering pursuing the appeal based on what he and other involved parties believe to be Trustee Dribusch having ratified the Prime bankruptcy filing and understands that Trustee Dribusch is taking steps to refile a bankruptcy case based on his authority under the Bankruptcy Code as the holder of the 100% membership interest in Prime

The urgent reasons for a bankruptcy filing remain because the Receiver is authorized by the Court's January 24, 2024 order to control Prime's assets which will be very difficult to do in light of numerous creditors pursuing judgments in different courts and then executions on those judgments, as well as locating and ascertaining the amount of Prime's assets. Specifically, those reasons include:

1. The several lawsuits pending against Prime that now, without a bankruptcy court stay, will likely be proceeding.
2. Based on the Stay Denial Decision, and putting aside the very real question of what *bona fide* good faith defenses may actually exist, if any, the Receiver now has serious concerns that he may not have the authority to defend such lawsuits. As a result, those lawsuits may result in judgments and other prejudicial outcomes, such as mortgage liens in favor of Prime being declared void, resulting in harm to Prime's numerous victims.
3. The urgent need to engage in nationwide discovery under Bankruptcy Rule 2004 to trace tens of millions of dollars that the Receiver's forensic accountant has identified as being transferred from Prime's accounts over the time of its brief existence. Without such discovery, the Receiver is unable to locate substantial potential assets.

4. The urgent need to commence numerous recovery actions for fraudulent conveyances under either Bankruptcy Code §548 or New York's Debtor and Creditor Law Article 10 as well as other potential causes of action.
5. The need for a vehicle to treat all victims of Prime's fraud equitably and fairly which the bankruptcy court and code uniquely provide.
6. The need for a forum where all creditors may file claims and have their claims and any other issues heard and determined on notice to all other parties.
7. The need to coordinate activities between this case and the personal bankruptcy filing of Kris Roglieri (Case No. 24-10157) which is now in chapter 7, with Christian Dribusch, Esq. serving as Trustee. There are numerous significant claims that overlap both Prime and Mr. Roglieri's personal bankruptcy case. And, as a pass-through tax entity, there will be a need to coordinate tax filings.
8. The need for an orderly process to sell assets of Prime, such as the Virginia Beach House and the Richard Mille watch, a task bankruptcy is well suited to handle.

Investigative Activities

As the Court is aware, the Receiver has retained BST & Co. CPAs, LLC ("BST") to conduct a forensic accounting analysis of Prime's and Berone's bank accounts. That work commenced and was substantially progressed as detailed in the Receiver's Fourth Report to the Court. It had been the Receiver's intent upon receiving BST's work, to begin serving a rolling series of subpoenas on parties receiving the substantial monies identified through BST's work. However, by text order entered April 15, 2024 (Doc. No. 170), in response to the Receiver's inquiry, the Court stated that no discovery is to take place other than in the arbitration between Prime and Compass-Charlotte 1031, LLC. On August 19, 2024, the Court *sua sponte*, issued a

general stay order in the case (the “Stay Order”). (Doc. No. 188). Respectfully, to best discover and protect Prime’s assets, discovery must be commenced, either in this Court or, if another bankruptcy case is filed for Prime, in Bankruptcy Court.

A motion for comprehensive relief under Bankruptcy Rule 2004 had been filed in the Bankruptcy Court which, if granted, would have allowed Prime to serve numerous subpoenas on numerous parties to start the effort to recover monies.

Berone

By Memorandum Decision and Order entered June 24, 2024 (Doc. No. 184) the Court granted the motion of the Berone defendants to be removed from the Receivership. All funds, other than a very minor interest accrual, recovered by the Receiver from Berone’s accounts have been returned to Berone. The minor interest accrual will also be sent to Berone. The Berone defendants have since been dismissed from the case without prejudice to any claims that Compass or Prime may later bring. Doc. No. 187.

Litigation Activities

Without bankruptcy protection, the Receiver has serious concerns that the following legal actions will continue (details on each are set forth in the Receiver’s Fourth Report). In light of the Stay Denial Decision, the Receiver is concerned that he may no longer have the authority to participate in any of these cases.¹

- **ER Tennessee LLC (“ER”)**. ER commenced an action against Prime and Berone Capital LLC in New York State Supreme Court, New York County (Index No. 650231/2024). ER alleges fraud and other causes of action against Prime and

¹ **135 Railroad, LLC** is a case listed in the Receiver’s Fourth Report. 135 Railroad, LLC entered into a loan transaction pursuant to which it paid to Prime \$400,000 as a loan deposit and received \$400,000 in loan proceeds. Counsel. Given the “wash,” the Receiver reached a resolution whereby 135 Railroad released all claims against Prime and Prime released its liens.

Berone relating to a deposit in the amount of \$5,000,000 ER made in connection with a proposed loan from Prime. The loan was not made and the deposit was not returned. It is anticipated that State Court will reissue a scheduling order in this action which will involve discovery deadlines at the very least.

- **Caruso Home Builders, LLC and Sage Estates Malta, LLC (“Caruso”).**

Caruso commenced an action in New York Court, Saratoga County (Index No. EF2024312) against Prime alleging breach of a loan agreement. Caruso paid Prime \$2,600,000 and received \$5,000,000 in partial loan proceeds with regard to its construction project in Saratoga County. Caruso, unlike most victims in this case, was a “net winner” having received more in loan proceeds than it paid. Caruso seeks to recover damages and to have Prime’s liens voided. This action needs to be defended.

-

- **Reign.** This is the case that involves Martin Karo, Esq. and Berone having sent a total of \$11,000,000 to Mr. Karo’s IOLTA accounts at JP Morgan Chase. This matter needs to be pursued on behalf of Prime but with stay on discovery in this case, and now the Stay Denial Decision and the Stay Order, the Receiver is concerned that he may lack the authority to do so.

- **Onward.** Onward sued Prime and Mr. Roglieri in U.S. District Court, District of Utah and, due to Prime’s involuntary bankruptcy, was awarded a default judgment against Mr. Roglieri only. Onward may continue its action against Prime.

- **Camshaft CRE 1 LLC.** Camshaft is suing Prime in state court in Florida, for nearly identical misconduct as alleged in this case for the return of a \$12.4 million ICA deposit and may resume prosecution of its claims.
- **1800 Park Avenue LLC** commenced an adversary proceeding in Mr. Roglieri's personal Chapter11 case objecting to his discharge and also seeking recovery of its \$5,000,000 from him along with Prime and Prime Commercial Lending LLC and other individual defendants. The Receiver asserted that the Adversary Proceeding was stayed by Prime's now dismissed bankruptcy case. As indicated above, the Receiver is concerned that he may no longer have the authority to defend this action.

Status of Assets Over Which the Receiver has Control

With respect to Prime's assets, the Receiver has serious concerns that the Stay Order may prevent the Receiver from moving forward with any effort to liquidate assets.

Real Estate

As previously reported the Receivership estate includes a valuable luxury beach house in Virginia Beach, Virginia that was purchased, for cash, by Prime in January 2023 for \$3,750,000. The house remains insured. This is the property that is subject to the \$4,300,000 B&R judgment.

Investment assets

As previously reported based on information provided by Berone, Prime's investment assets, such as they are, appear to be presently illiquid.

Vehicles

The FBI has now seized numerous vehicles which the Receiver had targeted in his third party action thereby preventing the Receiver from taking any meaningful action in this regard. The Receiver understands that the Chapter 7 Trustee for Mr. Roglieri is working with the government with regard to a possible sale of certain vehicles which are titled in other Roglieri entities.

The Receiver had been working on a settlement with Tina Roglieri with regard to two high value SUVs she has which were paid for with Prime's funds and had intended to pursue approval of that settlement in the context of the bankruptcy case.

Watch

For the same reasons expressed above, the Receiver is holding off taking any action with regard to the Richard Mille Skull Watch which Mr. Roglieri caused Prime to purchase for \$2,275,000 and which remains in the Receiver's possession secured in a safe deposit box at a local bank.

Bank accounts

The funds in the Receiver's possession are at M&T Bank in the amount of \$1,128,018.85 as of the July 31, 2024. Citibank continues to hold \$751,385. After the dismissal of the Second Circuit appeal, the Receiver had intended to transfer the monies to a debtor possession account but given the dismissal of the bankruptcy case, he needs to retitle the accounts with M&T Bank and can then once again engage with Citi to transfer the monies. A small amount of monies that were at KeyBank have since been transferred.

Loan Receivables

As stated in his Fourth Report, Prime does have a small number of significant loan receivables. The Receiver has been in contact with each Borrower and the loans remain pending with long maturities.

Status of Issues Remaining in Prime Involuntary

As the Court is aware, Prime's involuntary bankruptcy case (23-11302 NDNY) was dismissed with the Bankruptcy Court retaining jurisdiction over the disposition of \$5,000,000 paid by 1800 Park Avenue LLC that was misappropriated by Prime and Mr. Roglieri², as well as Prime's motion under Bankruptcy Code §303(g) for the posting of a bond to secure any alleged damages suffered by Prime as a result of the involuntary filing. Despite the Receiver and Trustee Dribusch having requested the Bankruptcy Court to take both matters off its calendar, the matters remain pending. Given the Stay Denial Decision, the Receiver is uncertain that he can participate in any further hearings on the issues.

Status Of Roglieri Personal Bankruptcy

As the Court is aware, on February 15, 2024, Mr. Roglieri filed a personal bankruptcy case under Subchapter V of Chapter 11 in the United States Bankruptcy Court for the Northern District of New York (Case No. 24-10157). Since the date of his last report, Mr. Roglieri's case was converted to Chapter 7, with Trustee Dribusch serving. Because he was uncertain that anyone else would do so and the case conversion had not yet happened, the Receiver timely commenced an adversary proceeding prior to the conversion objecting to Mr. Roglieri receiving a discharge. The Bankruptcy Court has since dismissed that adversary proceeding stating that the Receiver did not have authority to conduct legal matters. Given that both the United States

² Mr. Roglieri was since arrested by the FBI based on this matter and has twice been denied pretrial release based on his alleged threats made about the judiciary, the FBI, the Receiver and the Trustee.

Trustee and Trustee have filed their own adversary proceedings objecting to discharge, the Receiver has elected to not pursue an appeal of the dismissal. The Receiver also filed a proof of claim in Mr. Roglieri's case.

General Communications From Victims

The Receiver continues to regularly be contacted from victims of Prime's fraud and other parties impacted by the cases, including those that have contacted him in the past and new parties seeking information. The Receiver has regularly consulted with many of Prime's defrauded creditors who contact him on a regular basis concerning the Receiver's steps taken in this case.

Accounting to the Court

As set forth above, all funds received by the Receiver continue to be on deposit, at interest, at M&T Bank. With additional monies frozen at Citibank.

The Receiver's Fourth Report previously provided comprehensive financial reporting prepared by BST. It had been the Receiver's intent, and indeed an application was filed, to retain BST in the bankruptcy case to do required comprehensive bankruptcy reporting and continued forensic activities. Given the dismissal of the bankruptcy, that application was never considered. With the Receiver constrained as to further legal affairs and the Court having just entered the Stay Order in this case, and with little financial activity happening, the Receiver has paused further work with BST. Other than interest accruals, fees paid and the small deposit relating to the transfer of KeyBank monies, there has been no meaningful change in the Receivership's financial position other than the payment of professional fees as set forth below.

Since the Receiver's Fourth Report:

- BST billed and was paid \$74,996.25 for both continued forensic and bookkeeping services for March, April and May (up to the date of the bankruptcy) at hourly rates ranging from \$200.00 to \$400.00.
- The Receiver's law firm Lemery Greisler LLC billed and was paid \$34,947.30 for 111 hours worked in March, April and May (up to the date of the bankruptcy case) at hourly rates ranging from \$350.00 to \$425.00.
- The Receiver has been compensated for work in, March, April and May, up to the date of the bankruptcy, the money has gone to his law firm) in the amount of \$55,387.79 for 125 hours worked at an hourly rate of \$450.00, which also includes reimbursement of expenses in the amount of \$1,919.09.
- Since the bankruptcy filing, as of August 19, 2024, the Receiver has incurred \$35,370.00 in billable time for which he has not been paid. Significant portions of the time relate to matters other than the Prime bankruptcy, such as its prior involuntary case, on going proceedings in Mr. Roglieri's bankruptcy case and Mr. Roglieri's criminal case (such as monitoring detention hearings given the threats the government's filings disclosed) and ongoing communications with interested parties.
- The Receiver also paid Bond Schoeneck & King ("BSK") a retainer of \$100,000 on April 22, 2024 concerning work to prepare for and file the Prime chapter 11 case. As reported in the statement of financial affairs filed in connection with the bankruptcy case, for pre-bankruptcy work BSK was paid \$60,506.50 for a total of 137.7 hours at rates ranging from \$295.00 to \$585.00, along with reimbursement of expenses in the amount of \$1,738.00, with the balance being held as a retainer.

Since the bankruptcy filing, BSK has incurred approximately \$200,000 in billable time which has not been paid. BSK also filed a retention application in the Bankruptcy Court which, for the reasons stated above with regard to BST, was never acted upon by that Court. The Receiver notes that much of the work that BSK performed, if a new case can be filed, would easily be useable with simple updating such as the petition, schedules, statement of financial affairs, turnover motion for the beach house, Rule 2004 motion, retainer applications and the motion with respect to coordination of the Roglieri estate and the Prime case.

Based on the language of the Court's January 12, 2024 order (Doc. No. 8) the Receiver in good faith believed he was within his authority to hire and pay professionals in the ordinary course as the case progressed. As a result, he believed he was authorized to retain and pay BSK. While the Receiver now understands that the Court limited that authority in its January 24th order, respectfully it did not appear apparent on its face that the Court would remove the Receiver's authority in this respect when: (i) the forensic accounting was going to proceed, and was mentioned by the Court in subsequent decisions which would then allow further investigation into the amount and location of Prime's assets; (ii) the Receiver was pursuing his third party action as to which preliminary relief was granted in the Court's March 24th order; (iii) several lawsuits against Prime were pending; and (iv) a New York State Supreme Court's ruling which agreed with the Receiver's view of his authority.

BSK worked in good faith, as has the Receiver, to take steps to locate, ascertain the amount of and to protect Prime's assets such that Prime could, at least in part, redress the damages caused to its creditors. The Receiver, as advised by counsel, believed that a bankruptcy was the best method to discharge his duties including ensuring the fair and equal treatment to all

creditors, which Prime, as the debtor, has a duty to achieve. As explained above, much of BSK's work product can be utilized in a subsequent bankruptcy filing. The Receiver respectfully submits it would be inequitable to not allow BSK to be compensated for that work. As to the Receiver, he has continued in his duties on a nearly daily basis which regularly consume substantial portions of his time in detriment to other professional and family commitments. The Receiver requests permission to pay both the Receiver and BSK.

The Receiver respectfully seeks guidance from the Court concerning his role and duties in this case. By separate correspondence, the Receiver is requesting a conference with the Court to address matters moving forward.

WHEREFORE it is respectfully requested that the Court consider this Fifth Report, authorize the payment of the Receiver's and BSK's outstanding compensation, and grant such other and further relief as is just, necessary and proper.

Dated: August 28, 2024

Respectfully submitted,

/s/Paul A. Levine
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